

AT 3:55 O'CLOCK P M.No. 8720

AUG 28 1997

ESTATE OF
MARJORIE M. NUGENT,
DECEASED

IN THE COUNTY COURT
SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
OF BY Mikey Doman DEPUTY
PANOLA COUNTY, TEXAS

APPLICATION FOR PROBATE OF WILL AND
ISSUANCE OF LETTERS TESTAMENTARY

TO THE HONORABLE JUDGE OF SAID COURT:

Tyler Bank and Trust, N.A., Tyler, Texas ("Applicant") furnishes the following information to the Court for the probate of the written Will of Marjorie M. Nugent ("Decedent") and for issuance of Letters Testamentary to Applicant:

1. Applicant is a national banking association interested in this estate and having its principal place of business at P.O. Box 2020, Tyler, Texas 75701. Applicant's federal tax I.D. number is 75-2466545.
2. The exact date of Decedent's death is unknown to Applicant at the time of this Application, but the date of death is less than four years prior to the filing of this Application. Decedent's social security number was 452-80-0190.
3. This Court has jurisdiction and venue because Decedent was domiciled and had a fixed place of residence in this county on the date of death.
4. Decedent owned real and personal property described generally as stocks, bonds, real property and mineral property of a probable value in excess of \$ 250,000.00.
5. Decedent left a valid written Will ("Will") dated March 16, 1978, which was never validly revoked as far as known to Applicant and is filed herewith.
6. The subscribing witnesses to the Will are Joe M. Bell, and Beulah Hengy. Because of the length of time between the execution of the Will and this Application, the addresses of the subscribing witnesses are unknown to Applicant.

The Will was made self-proved in the manner prescribed by law.

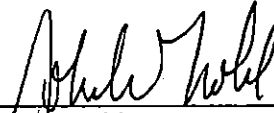
7. No child or children were born to or adopted by Decedent after the date of the Will.
8. Decedent was never divorced.
9. A necessity exists for the administration of this estate.

10. Decedent's Will named Applicant to serve without bond or other security as Independent Executor and Applicant would not be disqualified by law from serving as such or from accepting Letters Testamentary, and Applicant would be entitled to such Letters.

11. Decedent's Will did not name either the State of Texas, a governmental agency of the State of Texas, or a charitable organization as a devisee.

Applicant prays that citation issue as required by law to all persons interested in this Estate; that the Will be admitted to probate; that Letters Testamentary be issued to Applicant; and that all other orders be entered as the Court may deem proper.

Respectfully submitted,



John W. Noble
Attorney for Applicant
Texas State Bar No. 15051000
218 N. Broadway, St. 302
Tyler, TX 75702
903/592-6300
903/592-6312 (fax)

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LAST WILL AND TESTAMENT

OF

MARJORIE M. NUGENT

I, MARJORIE M. NUGENT, a resident of the City of Longview, Gregg County, Texas, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all wills by me heretofore made.

1.

I direct that all my just debts and federal and state estate and inheritance taxes be paid by my legal representatives as promptly as is reasonably practical.

2.

I give, devise and bequeath to my husband, Roderick M. Nugent, Sr., the residence property used and occupied as our homestead in the City of Longview, Texas, and all our farm properties wherever located, together with all furniture, furnishings, household equipment and personal property located in, upon, or used in connection with our homestead and the farm properties, specifically including my personal effects and all the automobiles owned by us at that time.

3.

All the rest and residue of my property and estate, whether real, personal, or mixed, separate or community, and wheresoever situated, specifically including my one-half (1/2) interest in the assets constituting the trust estate created by my husband and me by Trust Indenture dated May 29, 1967, naming Citizens First National Bank of Tyler, Texas, as Trustee, I give, devise and bequeath in trust to my husband, Roderick M. Nugent, Sr., and the said Citizens First National Bank, as Trustees, to hold,

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manage distribute and dispose of in accordance with the trust provisions of this will hereinabove shown.

4.

I constitute and appoint my husband, Roderick M. Nugent, Sr., Independent Executor of this my Last Will and Testament; should he be or become unavailable to act, whenever and however that may occur, I appoint Citizens First National Bank of Tyler, Texas, as Independent Executor of my estate, with any successor of that bank, however that succession may occur, to succeed said bank as Independent Executor. I direct that no bond or security be required of any such legal representative and that no action be had in the county court or probate court in relation to the settlement and administration of my estate other than to prove and record this will and to return the statutory inventory, appraisal and list of claims.

5.

I authorize and empower my legal representatives to manage, control, lease, lease for oil, gas and other minerals, transfer, assign, encumber, sell, convey, unitize, or pool interests in oil, gas and other minerals in any manner or otherwise deal with and dispose of all or any portion of my estate at public or private sale for any price, upon any terms, and in any manner as to my legal representative then acting may seem best, with full right, power and authority to receive, collect and receipt for all moneys or properties owing to me or my estate, and to execute all such contracts, transfers, assignments, receipts, releases, conveyances, mineral or royalty deeds, oil, gas and mineral leases, mortgages, deeds of trust, and any and all other instruments of every kind and character as in the judgment of my then acting legal representative may be necessary, convenient or

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desirable in carrying out the purposes of this will, including specifically, but not by way of limitation, the full right and authority to engage in, own, and operate or liquidate and discontinue any project, venture or business in which I may be engaged or interested in any manner at my decease. It is my intention to vest in my legal representatives the same full power and authority to manage, control, and dispose of my estate in the same manner and to the same extent that I could do if living.

6.

The residue of my estate devised in trust as shown above, shall be handled, managed, controlled, distributed and disposed of in accordance with the following trust provisions:

SECTION A - TRUSTEES:

I constitute and appoint my husband, Roderick M. Nugent, Sr., and Citizens First National Bank of Tyler, Texas, as Trustees to administer the trusts created by this will, with the bank to act as the sole Trustee as and when my husband is unable or unavailable to act, whatever be the reason and whenever this occurs. Any successor of the said bank shall succeed it as Trustee hereunder. Each said Trustee shall have the same immunity from bond or security as has been provided above for my legal representatives. The word "Trustees" used in this will refers both to the two original Trustees and to the sole Trustee when only one is acting.

SECTION B - PAYMENTS TO HUSBAND

During the lifetime of my husband, Roderick M. Nugent, Sr., the corporate Trustee shall pay to him or use for his benefit so much or all of the net income from the trust estate and such portion of the corpus thereof as the corporate Trustee in its

sole judgment and discretion shall deem advisable or necessary and to the best interest of my husband, taking into account all other income and resources known to the corporate Trustee to be available to him and considering his best interests.

SECTION C - DISPOSITIVE PROVISIONS:

Upon the death of my husband, or if he should predecease me, the corporate Trustee shall divide the properties constituting the trust estate into as many separate trusts as there are natural born children of my son, Roderick M. Nugent, Jr., (issue of his body) there presently being three such grandchildren, namely Jennifer Lynn Nugent, born June 14, 1969, Susan Kay Nugent, born February 28, 1971, and Shanna Leigh Nugent, born September 23, 1973. Each such separate trust shall be administered for the benefit of the beneficiary thereof until the youngest of such grandchildren attains the age of twenty-five (25) years. During the existence of each separate trust, the corporate Trustee shall pay or use for the benefit of the beneficiary thereof so much or all of the net income from the trust and the corpus thereof as said Trustee in its sole judgment and discretion shall deem advisable or necessary to provide for the proper care, support, maintenance, health and general well-being of the beneficiary, taking into consideration all other income and resources known to the Trustee to be available to the beneficiary.

Should one of my grandchildren die prior to receiving complete distribution and leaving issue surviving, the beneficial interest of that deceased grandchild shall vest in such issue in equal interests; should one of my grandchildren die prior to receiving complete distribution and without leaving issue surviving, the trust estate theretofore existing for that grand-

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child shall be divided equally so as to become part of the trusts then in existence for the benefit of my other grandchildren. Should any successor beneficiary provided for in this Section C be under twenty-one (21) years of age, the share or interest in the trust estate held for that beneficiary shall remain subject to the trust provisions of this will until that successor beneficiary attains twenty-one (21) years of age. During the period that a trust share is held for a successor beneficiary under 21 years of age, the income from that share or interest, together with such portion of the principal as in the discretion of the corporate Trustee is necessary or appropriate, shall be used for the care, support, maintenance, health, education and general well-being of the successor beneficiary.

SECTION D - SPENDTHRIFT PROVISION:

Each beneficiary under the trusts created hereby is restrained from and is and shall be without right, power or authority to sell, transfer, pledge, mortgage, hypothecate, alienate, anticipate or in any manner affect or impair the beneficial or legal rights, title, interest and estate of the beneficiary in or to the income or corpus held in trust, nor shall the rights, title, interest and estate of any beneficiary be subject or liable to the rights or claims of creditors or to any process of law or the courts, and all the income and corpus of the trusts shall be transferable, payable and distributable solely, exclusively and personally to and for the benefit of the beneficiaries of the trusts at the times and in the manner hereinabove provided.

SECTION E - GUARDIANSHIP:

Whenever any beneficiary entitled to receive payments hereunder is under a legal disability, or in the sole judgment of the corporate Trustee is otherwise unable to apply such payments

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to the best interest or advantage of that beneficiary, the Trustee may make all or any portion of such payments (a) directly to the beneficiary without necessity for appointment of a guardian, or (b) by the Trustee expending the same for the welfare and interests of the beneficiary.

SECTION F - OVERALL LIMITATION:

Should there be any undistributed portion of the corpus or undistributed income of any trust created hereunder remaining in the hands of the Trustee on the twenty-first anniversary of the death of the last survivor of my descendants who are actually in being at the time of my death, then notwithstanding any other trust provision of this will, such undistributed trust property shall be distributed free of trust to the beneficiaries in being at that time, whereupon all trusts created hereby shall fully terminate.

SECTION G - GENERAL POWERS OF TRUSTEES:

Persons dealing with the Trustees need not inquire as to the authority of the Trustees to effect any transaction, the expediency or propriety of any action taken by the Trustees, or the application of any money paid or property delivered to the Trustees. Subject only to the limitation hereinafter imposed upon the powers of the individual Trustee, the Trustees shall have the same full power and authority to manage, control, sell, convey and otherwise dispose of the principal and income of the trust estate as though the Trustees were the owner in fee simple without beneficial interest in any other person, including, without the enumeration being in anywise a limitation upon the powers of the Trustee, the following:

- (1) All powers conferred by this will upon my legal representatives.

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- (2) All those powers, discretions, privileges and immunities granted to or conferred upon Trustees under the Texas Trust Act as it is now constituted or may hereafter be amended, except that in the event of any conflict or inconsistency between that Act and the trust provisions of this will, the provisions hereof shall control.
- (3) At public or private sale to sell and convey, lease, abandon or otherwise dispose of, or to grant options with respect to all or any part of the trust properties, including without limitation the power to create oil, gas and other mineral leases, interests and estates by grant or reservation and to transfer, exchange, convey, pool, unitize or contract generally with respect to all said properties and to conduct alone or with others exploratory and development operations, including geological and geophysical work, and the drilling and equipping of test wells for oil and gas, all in such manner, at such time or times, for such purposes and consideration and upon such terms and conditions as the Trustees may deem advisable; the term of any lease granted by the Trustees may extend beyond the term of the trust.
- (4) To buy or borrow from, and to sell or lend to, or otherwise deal with themselves either as individuals or as Trustees, they being expressly authorized to borrow money from any source, for any purpose connected with the protection, preservation or improvement of the trust properties.
- (5) To make distribution in kind or to cause any distributive share to be composed of cash, property or undivided fractional interest in property different in kind from that constituting another distributive share.
- (6) To purchase insurance on the life of any beneficiary or on the life of any other person in whom a beneficiary has an insurable interest, naming as the insurance beneficiary the trust beneficiary, and to pay out of the trust estates all premiums, assessments and proper charges incident to such life insurance.
- (7) The Trustees shall not be bound nor limited by the definitions of "income" or "principal" in the Texas Trust Act as it now or hereafter exists, or by definitions of such terms under any law or laws, statutory or otherwise, of the State of Texas or of any other state or of the United States. The Trustees shall have the authority to determine whether money, funds and properties, and rights therein, which come into the possession and ownership of the Trustees are income or principal and to charge or apportion expenses, depreciation, depletion and losses to income and principal, setting up such reserves as they deem proper and equitable, and such determinations shall be binding for all purposes upon all persons who have any interest, vested or contingent, in the properties of the trusts; in amplification of this power, the Trustees in their complete discretion, are authorized to allocate between the trusts and the respective beneficiaries, depreciation and depletion deductions shown in federal income tax returns.

- (8) For convenience and security in the handling of any properties of the trust estates and in order to simplify matters pertaining to registration, recording, title, ownership, and transfer of such properties and to facilitate the collection of revenues generated by or accruing to such property, the Trustees are specifically empowered to register or hold the title to any such properties and to collect and receive revenues and moneys therefrom in the name of the trusts, in the names of the Trustees, or in the name of Citizens First National Bank of Tyler, Texas, without disclosure of the trusts, or in the name of any nominee without indication of the trusts' ownership.
- (9) The Trustees shall not be liable for errors or mistakes of judgment but only for bad faith or gross negligence in the administration of the trusts.
- (10) Irrespective of how any of the foregoing provisions of this will might be construed, my husband, Roderick M. Nugent, Sr., shall take no part in and have no authority with respect to decisions relative to distribution of income or invasion of the principal or corpus of the trust pursuant to the provisions of Section B above, such powers being solely exercisable by the corporate Trustee, whose decision shall be binding and conclusive on all parties.

7.

Each legal representative and Trustee acting hereunder shall be entitled to reimbursement for all costs and expenses incurred in the administration of my estate or the trusts created by this will. My husband shall receive no compensation or commission for services rendered as a Trustee, but the corporate Trustee shall be entitled to reasonable compensation for services rendered in the administration and distribution of my estate and the trust estate, not to exceed at any point in time the customary and prevailing fees charged by national banks in Texas with active trust departments for similar services in the administration of estates and trusts of a size and complexity comparable to my estate and the trusts created by this will.

8.

The trusts created under this will shall be construed and administered and their validity shall be determined in accordance with the laws of the State of Texas. As used in this

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will, the term "issue" or any form of such word shall be deemed to include only legitimate issue of the body. The use of headings in this will has been for convenience only and shall be disregarded if that becomes necessary in order to effectuate the intention of the testatrix.

9.

This I make, publish and declare to be my Last Will and Testament, hereunto signing and subscribing my name this 16 day of March, 1978, in the presence of the undersigned witnesses who attest the same at my request and in my presence.

Marjorie M. Nugent
Marjorie M. Nugent

The foregoing instrument was here and now declared and published as the Last Will and Testament of Marjorie M. Nugent, the Testatrix, and signed and subscribed by her, all in our presence, and we, at her request, in her presence, and in the presence of each other, sign and subscribe our names hereunto as attesting witnesses, each being of legal age.

Joe M Bell
Witness

Burlak Hugg
Witness

THE STATE OF TEXAS)
COUNTY OF GREGG)

BEFORE ME, the undersigned authority, on this day personally appeared MARJORIE M. NUGENT, Joe M Bell and Burlak Hugg, known to me to be the Testatrix and witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said Marjorie M. Nugent, Testatrix, declared to me and to the said witnesses in my presence that said instrument is her Last Will and Testament, and that she had willingly made and executed it as her free act and deed for the purposes therein expressed; and the said witnesses, each on oath, stated to me in the presence and

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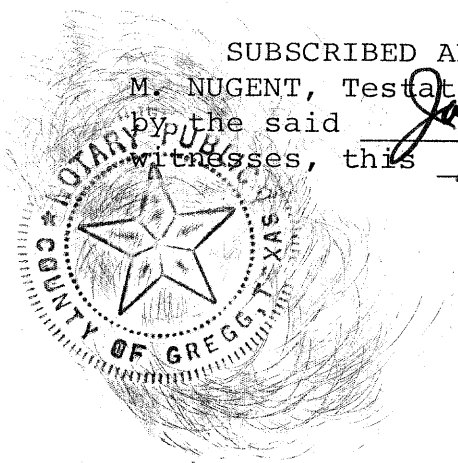
hearing of the said Testatrix, that the said Testatrix had declared to them that said instrument is her Last Will and Testament, and that she executed same as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request, that she was at that time eighteen years of age or over and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

Marjorie M. Nugent
Marjorie M. Nugent

TESTATRIX

Joe M. Bell
Witness

Burlak Hengey
Witness



SUBSCRIBED AND ACKNOWLEDGED before me by the said MARJORIE M. NUGENT, Testatrix, and SUBSCRIBED AND SWORN TO before me by the said Joe M. Bell and Burlak Hengey, witnesses, this 16 day of March, 1978.

Neal A. Hawthorn

Notary Public in and for Gregg
County, Texas

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FILED FOR RECORD
IN MY OFFICEAT 10:45 O'CLOCK A. M.

No. 8756

SEP 10 1997

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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(SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
M. L. Bayer
~~IN THE COUNTY COURT~~ DEPUTY

OF

PANOLA COUNTY, TEXAS

PROOF OF DEATH AND OTHER FACTS

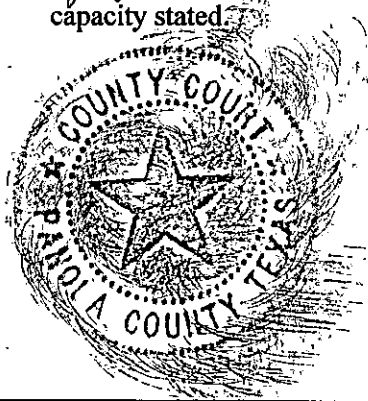
BEFORE ME, the undersigned authority, on this day appeared Tyler Bank and Trust, N.A., Tyler, Texas, it, after being duly sworn, stated that:

1. Marjorie M. Nugent ("Decedent") died in Carthage, Panola County, Texas, on or about November 19, 1996, at which time Decedent was domiciled and resided in Carthage, Panola County, Texas. Four years have not elapsed since the date of Decedent's death.
2. A necessity exists for the administration of this Estate.
3. Applicant for Letters of Temporary Administration is not disqualified by law from accepting Letters of Temporary Administration or from serving as Temporary Administrator of this Estate, and is entitled to such letters.

Tyler Bank and Trust, N.A., Tyler, Texas, Affiant

By: Jeff W. Cheavens

Authorized Officer

SUBSCRIBED AND SWORN TO BEFORE ME on September 10, 1997, byJeff St. Cheavens, on behalf of Tyler Bank and Trust, N.A., Tyler, Texas, and in the capacity stated.Sue Grafton, County ClerkBy: Martha L. Bayer

Deputy County Clerk, Panola County, Texas

AT 10:45 O'CLOCK A M.

SEP 10 1997

No. 8756

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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SUE GRAFTON
 COUNTY CLERK, PANOLA COUNTY, TEXAS
 IN THE COUNTY COURT
 BY Th. L. Bager DEPUTY
 OF
 PANOLA COUNTY, TEXAS

ORDER APPOINTING TEMPORARY ADMINISTRATOR

On this day this Court heard and considered the Application for Temporary Administration filed by Tyler Bank and Trust, N.A., Tyler, Texas, ("Applicant"), and after hearing the evidence in support of the Application, the Court finds that Marjorie M. Nugent ("Decedent") is dead and four (4) years have not elapsed since the date of Decedent's death; the Court has jurisdiction and venue over this Estate, and the interest of this Estate requires the immediate appointment of a personal representative; the Application For Letters of Temporary Administration should be granted and Applicant would be a suitable representative, is not disqualified from acting as such and should be appointed Temporary Administrator of this Estate.

It is ORDERED that Tyler Bank and Trust, N.A., Tyler, Texas, is hereby appointed Temporary Administrator of this Estate to serve until December 10th 1997 which is not longer than 180 days from the date hereof, and it shall give Bond in the sum of \$ 1,000.00, conditioned as required by law; that unless the appointment is contested after service of citation, it shall be continued in force until December 10th 1997 for such period of time as the Court shall deem in the interest of this Estate, or it shall be made permanent, if found by the Court to be necessary; that the Clerk of this Court shall give such notice as may be required by law and shall issue Letters of Temporary Administration within three days after the Temporary Administrator has qualified according to law; and that the Temporary Administrator shall be given all of the duties, powers, and authority of a permanent administrator, including but not limited to the power to bring appropriate suits and actions, and to exercise any right necessary to protect the assets of the Decedent's estate.

SIGNED this 10th day of September, 1997


 Judge Presiding

AT 10:45 O'CLOCK A. M.

SEP 10 1997

No. 8756

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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(SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
IN THE COUNTY COURT
BY M. L. Beyer DEPUTY
OF
PANOLA COUNTY, TEXAS

OATH OF TEMPORARY ADMINISTRATOR

Tyler Bank and Trust, N.A., Tyler, Texas, through its authorized officer, does solemnly swear that it will well and truly perform the duties of Temporary Administrator of the Estate of Marjorie M. Nugent, Deceased, in accordance with the law and with the order of the Court appointing it Temporary Administrator.

Tyler Bank and Trust, N.A., Tyler, Texas, Temporary Administrator

By: Jeff W. Cleavens
Authorized Officer

SUBSCRIBED AND SWORN TO BEFORE ME on September 10, 1997, by
Jeff W. Cleavens, on behalf of Tyler Bank and Trust, N.A., Tyler, Texas, and in the
capacity stated.

Sue Grafton, County Clerk
By: Martha L. Beyer
Deputy County Clerk, Panola County, Texas

AT 10:45 O'CLOCK A. M.

No. 8756

SEP 10 1997

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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(SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
IN THE COUNTY COURT
BY M. S. Beyer DEPUTY
OF
PANOLA COUNTY, TEXAS

BOND OF TEMPORARY ADMINISTRATOR

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF PANOLA

That we, Tyler Bank and Trust, N.A., Tyler, Texas, as Principal, and John W. Nall, as Surety, are held and firmly bound, jointly and severally, unto the Judge of the County Court of Panola County, Texas, and to the successors in office of such Judge, in the sum of \$ 1,000.00, conditioned that the above bound Tyler Bank and Trust, N.A., Tyler, Texas, who has been appointed by the said Judge, as Temporary Administrator of the Estate of Marjorie M. Nugent, Deceased, shall well and truly perform all the duties required by law under such appointment.

Tyler Bank and Trust, N.A., Tyler, Texas, Principal

By: Jeff W. Creason

Authorized Officer

By: John W. Nall, Surety

Attorney-in-Fact

The above Bond is APPROVED this 10th day of September, 1997.Russell M. Allen
Judge Presiding

AT 9:00 O'CLOCK A. M.

No. 8756

SEP 15 1997

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
M. L. Bazer
~~IN THE COUNTY COURT~~ DEPUTY
OF
PANOLA COUNTY, TEXAS

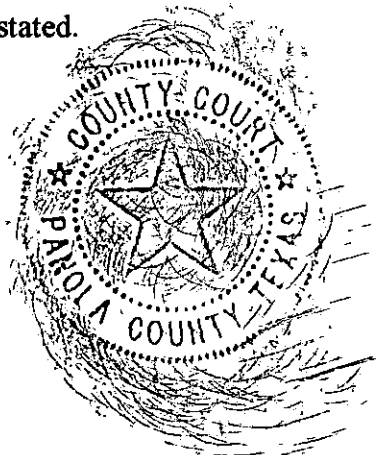
OATH

Tyler Bank and Trust, N.A., Tyler, Texas, does solemnly swear that the writing which has been offered for probate is the last valid will of Marjorie M. Nugent, so far as it knows or believes, and that it will well and truly perform all the duties of Independent Executor of the Estate of Marjorie M. Nugent, Deceased.

Tyler Bank and Trust, N.A., Tyler, Texas

By: *Jeff W Cheavens*
Authorized Officer

SUBSCRIBED AND SWORN TO BEFORE ME on September 15, 1997, by Jeff W. Cheavens, authorized officer, on behalf of Tyler Bank and Trust, N.A., Tyler, Texas, and in the capacity stated.



Sue Grafton, County Clerk
Martha L. Bazer
Deputy County Clerk, Panola County, Texas

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FILED FOR RECORD
IN MY OFFICE
AT 9:00 O'CLOCK A. M.

No. 8756

SEP 15 1997

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXASBY M. L. Dyer DEPUTY
IN THE COUNTY COURT

OF

PANOLA COUNTY, TEXAS

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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(**APPLICATION TO CLOSE TEMPORARY ADMINISTRATION**

Tyler Bank and Trust, N.A., Temporary Administrator of this Estate ("Temporary Administrator"), furnishes the following information to the Court:

1. This Court has previously entered its Order approving the Final Account of the Temporary Administrator. The Court further found that there was no property which came into the possession of the Temporary Administrator to be delivered to the persons entitled thereto.
2. The Temporary Administrator requests the Court to enter an Order discharging Temporary Administrator from this trust, releasing Sureties on the Bond of the Temporary Administrator from further liability, and declaring the current Temporary Administration of this Estate be closed.

Tyler Bank and Trust, N.A., Tyler, Texas

By: Jeff W Cheavon
Authorized Officer, Temporary Administrator

FILED FOR RECORD
IN MY OFFICE
AT 9:00 O'CLOCK A. M.

No. 8756

SEP 15 1997

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
BY M. L. Baze DEPUTY
IN THE COUNTY COURT
OF
PANOLA COUNTY, TEXAS

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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ORDER CLOSING TEMPORARY ADMINISTRATION

On this day the Court heard and considered the Application To Close Temporary Administration, filed by the Temporary Administrator of this Estate, and after hearing the evidence in support of such Application, the Court finds that this Estate has been fully administered; that the Final Account of the Temporary Administrator has been previously approved; that there is no property which has come into the possession of the Temporary Administrator to be delivered to the persons entitled thereto; and that the current Temporary Administration of this Estate should be closed.

It is ORDERED that Tyler Bank and Trust, N.A., Tyler, Texas, Temporary Administrator of this Estate, is hereby discharged from this trust, that the Sureties on the Bond of the Temporary Administrator are hereby discharged from further liability under such Bond, and that the current Temporary Administration is hereby declared to be closed.

SIGNED this 15th day of September, 1997.



Judge Presiding

SEP 15 1997

No. 8756

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
BY M. L. Beyer DEPUTY

ESTATE OF

)(

IN THE COUNTY COURT

MARJORIE M. NUGENT,

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OF

DECEASED

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PANOLA COUNTY, TEXAS

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FINAL ACCOUNT OF TEMPORARY ADMINISTRATOR

Tyler Bank and Trust, N.A., Tyler, Texas, Temporary Administrator of this Estate ("Applicant"), furnishes the following information to the Court:

1. The following is a list of all property of this Estate which has come into the hands of the Temporary Administrator:

NONE

2. The following is a return of all sales made by the Temporary Administrator:

NONE

3. A full exhibit and account of all other acts of the Temporary Administrator is as follows:

The only action taken by the Temporary Administrator was the filing of Cause No. 1997-305 in the County Court at Law Panola County Texas styled "Tyler Bank and Trust, N.A., Tyler, Texas, Temporary Administrator of the Estate of Margaret M. Nugent, Deceased Vs. Bernhardt Tiede, II wherein Applicant seeks the recovery of property belonging to the estate of decedent and a Temporary Restraining Order and Temporary Injunction preventing disposal of property of the estate. Said action was filed on September 11, 1997 and is still pending before this court. Applicant anticipates being appointed as Independent Executor of the estate of decedent and upon such appointment to be substituted as plaintiff in said action.

4. The following described property belonging to this Estate still remains in the hands of the Temporary Administrator:

NONE

5. The foregoing is a true and complete list, return, exhibit, and account of this Estate, as required by Section 134 of the Texas Probate Code. Since there was no property received by the Applicant, there is none to deliver persons entitled thereto.

Applicant requests the Court to enter an Order approving this Final Account.

Tyler Bank and Trust, N.A., Tyler, Texas

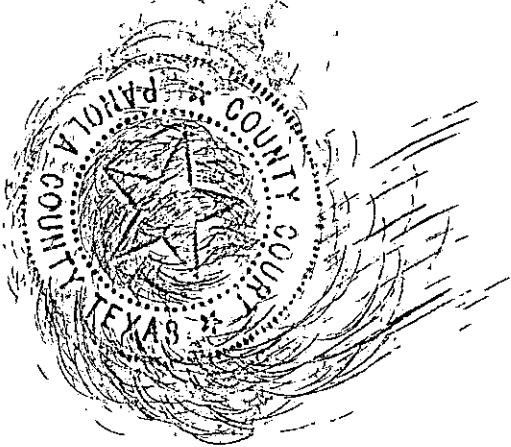
By: Jeff W. Cheavens
Authorized Officer, Temporary Administrator

STATE OF TEXAS
COUNTY OF PANOLA

BEFORE ME, the undersigned authority, on this day personally appeared Jeff W. Cheavens, authorized officer of Tyler Bank and Trust, N.A., Tyler, Texas, the duly appointed and acting Temporary Administrator of the Estate of Marjorie M. Nugent, Deceased, and after being duly sworn, stated that the foregoing Final Account is true and correct in every respect and such account contains a correct and complete statement of the matters to which it relates.

SUBSCRIBED AND SWORN TO BEFORE ME by Jeff W. Cheavens, authorized officer of Tyler Bank and Trust, N.A. Tyler, Texas, in the capacity stated therein.

Sue Grafton, County Clerk
By: Martha L. Bager, Deputy
Notary Public, State of Texas



AT 9:00 O'CLOCK A M.

No. 8756

SEP 15 1997

VOL. 98 PAGE 370

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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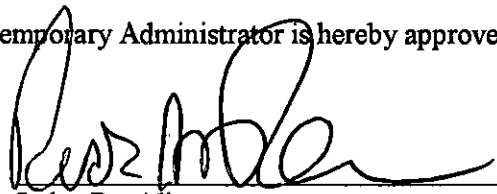
SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
BY M. L. Bazer DEPUTY
IN THE COUNTY COURT
OF
PANOLA COUNTY, TEXAS

ORDER APPROVING FINAL ACCOUNT OF TEMPORARY ADMINISTRATOR

On this day the Final Account of the Temporary Administrator was heard and considered by the Court, and after examining the Account and hearing evidence in support of same, the Court finds that the Account complies with the law in every respect; that it should be approved as filed. The Court further finds that there is no property of the Estate which has come into the possession of the Temporary Administrator and therefore none to be delivered to the persons entitled thereto.

It is ORDERED that the Final Account of the Temporary Administrator is hereby approved.

SIGNED this 15th day of September, 1997.



Judge Presiding

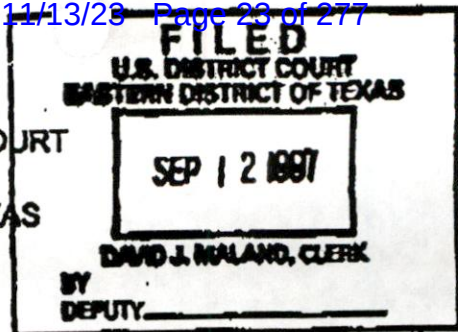
FILED FOR RECORD
IN MY OFFICE

AT 4:00 O'CLOCK P. M.

SEP 15 1997

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TEXAS

TYLER DIVISION

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXASBY M. L. Bazer DEPUTY
IN RE THE ASSETS OF)
MARJORIE M. NUGENT)Civ. No. 6:97CV808
Judge John Hannah, Jr.

VOL 98 PAGE 371

**ORDER CONVERTING
TEMPORARY RESTRAINING ORDER TO A PRELIMINARY INJUNCTION**

This matter having come before this Court on the joint motion of the United States of America and Bernhardt Tiede II, through counsel, to convert the temporary restraining order entered in this matter on September 2, 1997, to a preliminary injunction, pursuant to Title 18, United States Code, Section 982 (b)(1)(A), incorporating Title 21, United States Code, Section 853 (e) (2), which provides district courts with jurisdiction to enter restraining orders or injunctions and take such other action in connection with any property or other interest subject to forfeiture to ensure its availability for forfeiture, and pursuant to this Court's inherent power to make orders necessary and proper to the orderly carrying on of litigation brought within the Court's jurisdiction; and, this Court having found with respect to the government's previous application for a temporary restraining order that there is reasonable cause to believe that property subject to forfeiture would be made unavailable for forfeiture in the event notice is given to parties interested in the property, and that the United States would suffer irreparable damage if the restraining order requested was not issued without notice to such parties.

1

A TRUE COPY I CERTIFY
DAVID J. MALAND, CLERK
U.S. DISTRICT COURT
EASTERN DISTRICT OF TEXAS

BY: Patricia A. Davidson

The Court hereby FINDS that there remains a substantial probability that the United States will prevail on the issue of forfeiture in this matter and that failure to enter this Order will result in the property being destroyed, removed from the jurisdiction of this Court, or otherwise made unavailable for forfeiture;

The court further FINDS, as it did regarding the affidavit of Special Agent David Carter in the United States' original application for a restraining order, that there is continuing likelihood that the United States may suffer irreparable harm if an injunction is not granted as requested, in that there remains a substantial probability that BERNHARDT TIEDE II or his agents may sell, alienate, encumber, transfer or otherwise place or attempt to place certain interests, assets and property beyond forfeitable condition, thereby frustrating the ends of public justice. This is particularly true because of the fungible nature of the assets at issue, which Tiede appears to have used in numerous financial endeavors and which could easily be dissipated by further financial transactions or by electronic transfer.

The Court further FINDS that Bernhardt Tiede II, the party against whom the temporary restraining order was entered, has consented to the conversion of the current temporary restraining order to a preliminary injunction.

The Court further FINDS the investigation conducted by the Government to date has traced \$104,500.00 into Carthage Aviation, Inc. (Route 2, Box 71, Hwy 79N, Carthage, TX 75633) from the assets of Mrs. Nugent. Carthage Aviation, Inc. is owned by Tiede. Carthage Aviation, Inc. has a value substantially in excess of the \$104,500.00. Carthage Aviation, Inc. has been unable to maintain normal business

operations due to the current TRO. Accordingly, there is a substantial danger that the value of Carthage Aviation, Inc. may be seriously diminished or depleted.

The Court further FINDS that counsel for Tiede has proposed a sale of Carthage Aviation, Inc. to a third party. The Government has agreed to release Carthage Aviation, Inc. from the terms of the PI, provided that from the proceeds of the sale of Carthage Aviation, Inc., \$104,500.00 is paid into the registry of this Court pending final disposition of this matter.

The Court further FINDS that based upon the good faith efforts of the Government and Tiede's counsel to continue to investigate this matter, good cause exists to grant the preliminary injunction as requested by the parties, and so it is hereby.

ORDERED that the temporary restraining order entered in this matter on August 22, 1997, is hereby CONVERTED into a preliminary injunction that will be in effect until 5:00 p.m. on December 15, 1997, and BERNHARDT TIEDE II, his agents, employees, attorneys, family members and those persons in active concert or participation with them, and any other persons having a possessory interest in his property, be and are hereby further ENJOINED AND RESTRAINED from selling, assigning, pledging, distributing, giving away, encumbering or otherwise participating in the disposal of (by transfer of stock or otherwise) or removal from the jurisdiction of this Court, with the intent to conceal and hide, or remove from any checking or savings account, all or part of their interest, direct or indirect, in the property listed below, real or personal, or chosen in action, without prior approval of the court upon notice to the United States and an opportunity for the United States to be heard, except as specified in this Order.

The property subject to this Order includes the following:

- (1) Charles Schwab (101 Montgomery Street, San Francisco, CA 94104, (800) 435-4000) Acct# 86321749, Acct. Type: S1, Account Name: Bernhardt Tiede, II; approx. Value: \$8,000;
- (2) American Express Privileged Assets (P.O. Box 59197, Minneapolis, MN 5549-0197, (800) 633-4003) Annuity# FXA5912672, Account Name: Bernhardt Tiede, II; approx. value: \$27,000.00;
- (3) PC Financial Network (1 Pershing Plaza, Jersey City, NJ 07399, (800) TALK-PCF) Brokerage Acct# 7CG-1698888, Acct. Name: Bernhardt Tiede, II; approx. value: \$14,000.00;
- (4) Checking Account at First State Bank (Carthage, TX 75633, (903) 693-6606), Account# 28495, Account Name: Beta Tau Systems; approx. value: \$7,500.00;
- (5) Checking Account at First State Bank (Carthage, TX 75633, (903) 693-6606), Account# 83321, Account Name: Carthage Aviation; approx. Value: \$140.00;
- (6) Savings Account at First State Bank (Carthage, TX 75633, (903) 693-6606), account# 953709, Account Name: For the Benefit of Christopher G. Sutton; approx. value: \$220.00;
- (7) Lakeside National Bank (Lake Charles, LA), Account #4300051010, Account Name: Beta Tau Systems-Tiede Enterprises, Ltd.;
- (8) Security Pacific Executive Professional Services, Inc. (14707 E. 2nd, Suite 100, Aurora, CO), checks on Northwest Bank Iowa NA styled Bernhardt Tiede, II;
- (9) First National Bank of Carthage (Carthage, TX 75633), Account# 0666114, Account Name: Mrs. R.M. Nugent;
- (10) First National Bank of Carthage (Carthage, TX 75633), Account# 0318876, Acct. Type: Operating Account, Account Name: Mrs. R.M. Nugent;
- (11) Shearson Lehman Hutton Financial Management Account, Boston Safe Deposit & Trust Co. (1 Boston Place, Boston, MA 02106), Account# 1203390201, Account Name: Marjorie M. Nugent;
- (12) First National Bank of Carthage (Carthage, TX 75633) Safe Deposit Box #D3406, containing miscellaneous jewelry;

(13) First State Bank (Carthage, Texas 75633) Safe Deposit Box #3279, containing coin collection; and

(14) all assets of Bernhardt Tiede, II, DBA, CARTHAGE AWARDS, a sole proprietorship.

FURTHER, this order continues to apply with equal force and effect to restrain the transfer or disposition of the proceeds from said property.

IT IS FURTHER ORDERED that pursuant to Fed. R. Civ. P. 65(c), the United States of America is not required to post bond or other security.

IT IS FURTHER ORDERED that if Carthage Aviation, Inc. (Route 2, Box 71, Hwy 79N, Carthage, TX 75633) is sold or any of its assets are sold, the first \$104,500.00 from the proceeds of the sale will be paid into the registry of this Court pending final disposition of this matter.

IT IS FURTHER ORDERED that a copy of this Order shall be recorded in each District and the county land records where any of the above-described property is located.

ENTERED this 12th day of September, 1997.


UNITED STATES DISTRICT JUDGE

No. 8756

AT 9:00 O'CLOCK A. M.

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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(SEP 15 1997
IN THE COUNTY COURTSUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXASBY M. L. Bazer DEPUTY
PANOLA COUNTY, TEXAS**PROOF OF DEATH AND OTHER FACTS**

On this day, Tyler Bank and Trust, N.A., Tyler, Texas ("Affiant"), personally appeared in open court and, after being duly sworn, stated the following:

- (1) Marjorie M. Nugent ("Decedent") died on or about November 19, 1996, in Carthage, Panola County, Texas, and four years have not elapsed since the date of Decedent's death.
- (2) Decedent was domiciled and had fixed place of residence in Panola County at the date of death.
- (3) The document dated March 16, 1978, now shown to me and which purports to be the Decedent's Will, was never revoked as far as we know.
- (4) No child or children were born to or adopted by the Decedent after the date of the Will.
- (5) Decedent was never divorced.
- (6) Citation has been served and returned in the manner and for the length of time required by law.
- (7) A necessity exists for the administration upon this Estate.
- (8) That Affiant is named as Independent Executor in the Decedent's Will and is not disqualified by law from accepting Letters Testamentary or from serving as Independent Executor and is entitled to Letters Testamentary.

Signed this 15th day of September, 1997.

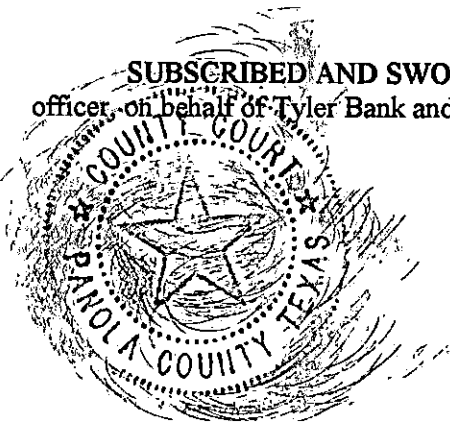
Tyler Bank and Trust, N.A., Tyler, Texas, Affiant

By:

Jeff W. Cheavens
Authorized Officer

SUBSCRIBED AND SWORN TO BEFORE ME on September 15, 1997, by Jeff W. Cheavens, authorized officer, on behalf of Tyler Bank and Trust, N.A., Tyler, Texas, and in the capacity stated.

Sue Grafton, County Clerk
Martha L. Bazer
Deputy County Clerk, Panola County, Texas



AT 9:00 O'CLOCK A. M.

SEP 15 1997

No. 8756

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
BY M. L. Baze DEPUTY
IN THE COUNTY COURT
OF
PANOLA COUNTY, TEXAS

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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ORDER GRANTING LETTERS TESTAMENTARY

On this day, the Court heard the application for letters testamentary filed by Tyler Bank and Trust, N.A., Tyler, Texas, "Applicant," upon the Estate of MARJORIE M. NUGENT, Deceased, "Decedent."

The Court, having heard the evidence and having reviewed the papers on file in this Cause, finds that all of the statements and allegations contained in the application are true.

The Court further finds that citation and notice as required by law were issued, served and returned in the manner and for the length of time required by law.

The Court further finds it has jurisdiction and venue over the estate.

The Court further finds that MARJORIE M. NUGENT died on or about November 19, 1996, of sound mind, in Carthage, Panola County, Texas, and that four years have not elapsed since the Decedent's death.

The Court further finds that the Decedent left a valid Will dated March 16, 1978, and that the Will was not revoked by the Decedent and that no objection to or contest of the probate of the Will has been filed.

The Court further finds that the Application for Letters Testamentary was filed less than four years after the Decedent's death and that all of the statements and allegations contained in Application are true and that all necessary proof required for the probate of the Will has been made and that the Will is entitled to probate.

The Court further finds that in the Will the Decedent named the Applicant as Independent Executor to serve without bond who is duly qualified and not disqualified by law to act as Independent Executor and who is entitled to receive Letters Testamentary.

The Court further finds that a necessity exists for the administration of the estate and that the application for Letters Testamentary should be granted.

The Court further finds that no interested person has applied for appointment of appraisers and none are deemed necessary by the Court.

IT is therefore ORDERED that the Will be admitted to probate. It is further ORDERED that Tyler Bank and Trust, N.A., is appointed as Independent Executor of the Estate of Marjorie M. Nugent, Deceased, and that no bond or other security is required of the Independent Executor and that there is no necessity for the appointment of appraisers and that upon the taking and filing of the Oath required by law, that Letters Testamentary be issued to the Independent Executor and that no other action shall be had in this Court other than the return of an Inventory, Appraisement, and List of Claims as required by law.

SIGNED this 15th day of September, 1997.

A handwritten signature in black ink, appearing to be "R. S. H.", written over a horizontal line.

Judge Presiding

VOL.

98 PAGE 376

FILED FOR RECORD
IN MY OFFICEAT 1:50 O'CLOCK p M.

No. 8756

APR 3 1998

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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(IN THE COUNTY COURT
COUNTY CLERK, PANOLA COUNTY, TEXAS
Gennifer Spradlin DEPUTY
PANOLA COUNTY, TEXAS**APPLICATION FOR EXTENSION OF TIME IN WHICH TO FILE
INVENTORY, APPRAISEMENT, AND LIST OF CLAIMS**

TO THE HONORABLE JUDGE OF SAID COURT:

An Extension of time is requested within which to file the Inventory, Appraisement, and list of Claims ("Inventory") for this Estate. Decedent died on or after November 19, 1996. The undersigned is attempting to obtain adequate information as to the nature, extent and value of the assets of this Estate but will not be able to conclude the preparation of such Inventory within the time prescribed by law. Since this information will be required for the preparation of Decedent's death tax returns, the undersigned requests an extension of time until the date the federal estate tax return is due for said estate for the filing of such Inventory. This additional time is not requested by reason of any lack of diligence.

The undersigned prays that this Court enter an order extending the date for filing such Inventory as requested.

Respectfully submitted,

TYLER BANK AND TRUST, N.A., TYLER, TEXAS

By: John W. Noble
Attorney for Applicant**ORDER**

The foregoing Application is found to be in order and good cause has been shown to exist. It is ORDERED that the date for filing such Inventory is extended to the date the federal estate tax return is due for said estate.


Judge Presiding

FILED FOR RECORD
IN MY OFFICE

AT 2:00 O'CLOCK P M.

No. 8756

MAY 4 1998

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

IN THE COUNTY COURT

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS

BY Jennifer Spradlin DEPUTY
PANOLA COUNTY, TEXAS \$13.00
50.00
\$ 63.00 Pd

APPLICATION TO PROBATE

COMES NOW BERNHARDT TIEDE II, ("Tiede") and files this his Application to Probate, showing the Court as follows:

Procedural Background and Factual Allegations

1. On August 28, 1997, Tyler Bank and Trust, N.A., Tyler, Texas ("Bank") filed an application in this Court to probate the Will of Marjorie M. Nugent dated March 16, 1978 ("the 1978 Will").

2. On September 15, 1997, the 1978 Will was admitted to Probate by this Court and the Bank was appointed by this Court as independent executor of the estate of Marjorie M. Nugent.

3. Tiede has another will purportedly executed by Marjorie M. Nugent, dated April 19, 1991 ("the 1991 Will"), under which he is the beneficiary and executor.

4. Although Tiede hereby applies to probate the 1991 Will, Tiede makes the following judicial admissions with respect to the 1991 Will:

a. The 1991 Will and any other wills which may exist that name Tiede as a beneficiary and/or fiduciary, if they were in fact executed by Marjorie M. Nugent, were executed as a result of undue influence, as that term is used in the legal sense. At the time of the alleged execution of the 1991 will, April 19, 1991, Tiede held a fiduciary and confidential relationship with Marjorie M. Nugent. The undue influence existed and was exerted by Tiede, over Marjorie M. Nugent so as to subvert or overpower the mind of Marjorie M. Nugent at the time she executed the 1991 Will, and Marjorie M. Nugent would not have executed the 1991 Will but for the undue influence exerted over her by Tiede.

b. The 1991 Will, and any other wills in favor of Tiede, if they were in fact executed by Marjorie M. Nugent, were executed as a result of actual or constructive fraud, either in the inducement or otherwise, exerted over Marjorie M. Nugent by Tiede, who, on April 19, 1991, and prior thereto, was in a fiduciary and confidential relationship with Marjorie M. Nugent. Such fraud effectively operated so as to subvert or overpower the mind of Marjorie M. Nugent at the time of the execution of the 1991 Will, and

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Marjorie M. Nugent would not have executed the 1991 Will but for such fraud.

5. Tiede does not wish to contest the probate of the 1978 Will, or any other will offered for probate by the descendants of Marjorie M. Nugent.

6. Tiede has agreed to file this application for probate and make the foregoing admissions of fact for the purpose of placing the 1991 Will before the Court and under the Court's jurisdiction in order that the Court can rule on the invalidity thereof,

NOW, THEREFORE, the following information is furnished to the Court:

(1) Tiede, currently residing the, Panola County Detention Center in Carthage, Panola County, Texas, is named herein as Applicant, for the purposes listed above,

(2) Marjorie M. Nugent was domiciled in and had a fixed place of residence, in this County on the date of her death.

(3) Marjorie M. Nugent is deceased and the date of death is less than four years prior to the filing of this Application.

(4) Marjorie M. Nugent owned real and personal property described generally stocks, bonds, real property and mineral property of a probable value in excess of \$250,000.

(5) Marjorie M. Nugent left a purported Will dated April 19, 1991, which is filed herewith, but as to which Tiede admits that said Will, if executed by Marjorie M. Nugent was executed due to undue influence and actual and/or constructive fraud exerted over Marjorie M. Nugent by Tiede.

(6) The subscribing witnesses to the 1991 Will are Daniel Harrison and Randall K. Harrison whose current addresses are unknown to Tiede.

(7) No child or children were born to or adopted by Marjorie M. Nugent after the date of the 1991 Will.

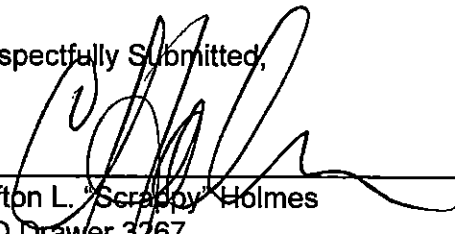
(8) Marjorie M. Nugent was never divorced as far as is known to Tiede.

(9) In the 1991 Will Marjorie M. Nugent named Tiede to serve as independent executor, however, Tiede cannot state that he is not disqualified to serve as independent executor because of pending criminal Charges against

(10) Marjorie M. Nugent's 1991 Will did not name either the State of Texas, a governmental agency of the State of Texas, or a charitable organization as a devisee to Tiede's knowledge,

WHEREFORE PREMISES CONSIDERED, Bernhardt Tiede II, prays that citation be issued as required by law, and that upon final hearing of this matter, a judgment be entered declaring that the 1991 Will is invalid for the reasons stated above, and for such other and further relief which the Court deems appropriate.

Respectfully Submitted,


Clifton L. "Scrappy" Holmes
P.O. Drawer 3267
Longview, Texas 75606
State Bar No. 09907000

ATTORNEY FOR BERNHARDT TIEDE, II

VERIFICATION

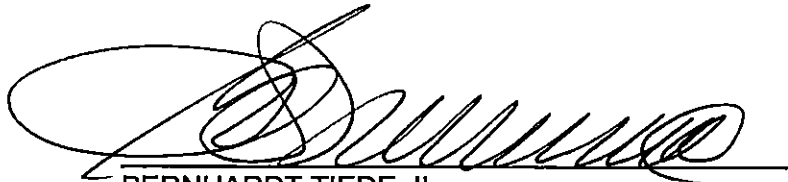
STATE OF TEXAS

COUNTY OF PANOLA

Before me, the undersigned authority, this day personally appeared Bernhardt Tiede, II, who after being sworn by me stated upon his oath as follows:

"My name is Bernhardt Tiede, II. I have read the above and foregoing Application to Probate and the statements made therein are true and correct and are within my personal knowledge."

FURTHER AFFIANT SAYETH NOT.


BERNHARDT TIEDE, II

SUBSCRIBED AND SWORN TO BEFORE ME THIS 28th day of April 1998.


Notary Public, State of Texas



FILED FOR RECORD
IN MY OFFICE

VOL

98 PAGE 380

AT 2:00 O'CLOCK P M.

MAY 4 1998

LAST WILL AND TESTAMENT

OF

MARJORIE M. NUGENT

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
BY Jennyie Spadler DEPUTY

THE STATE OF TEXAS)(

KNOWN ALL MEN BY THESE PRESENTS:

COUNTY OF PANOLA)(

That I, MARJORIE M. NUGENT, of Panola County, Texas, being of sound and disposing mind and memory, and being above the age of eighteen years, do make and publish this, my Last Will and Testament, hereby revoking all wills, if any, by me at any time heretofore made.

I.

I direct that all my just debts be paid as soon after my death as is practical.

II.

I have a son and four grandchildren, some of whom have threatened to sue me and actually sued me and none of whom visit or appear to care about me. Also, my son is a physician and amply provides for his family. Thr the reasons stated, I am not including them as beneficiaries under my Will.

III.

I give, devise and bequeath my entire estate, real, personal and mixed, unto Bernhardt Tiede, II outright and in fee simple.

IV.

I hereby constitute and appoint Bernhardt Tiede, II, as Independent Executor of my estate without bond, and direct that no action be had in the probate court in relation to the settlement of my estate other than the probating of this Will and the filing of statutory inventory, appraisement and list of claims. It is also my will that my Executor shall have the same powers as are conferred upon trustees by the Texas Trust Act.

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THIS I MAKE AND PUBLISH AS MY LAST WILL, hereunto signing and subscribing my name, this 19th day of April, 1991, in the presence of the undersigned witnesses, who attest the same at my request.

Marjorie M. Nugent
Marjorie M. Nugent

The above instrument was now here published as her Last Will and Testament, and signed and subscribed by Marjorie M. Nugent, the Testatrix, in our presence, and we, at her request, in her presence, and in the presence of each other, sign and subscribe our names thereto as attesting witnesses.

Sandy Hodges Daniel Williams
Witness
Rubén
Witness

THE STATE OF TEXAS X

COUNTY OF PANOLA X

BEFORE ME, the undersigned authority, on this day personally appeared MARJORIE M. NUGENT, Dan Williams and Randall K. Harrison, known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, the said Marjorie M. Nugent, Testatrix, declared to me and to the said witnesses in my presence, that said instrument is her Last Will and Testament, and that she had willingly made and executed it as her free act and deed for the purposes therein expressed; and the said witnesses, each on his oath stated to me in the presence and hearing of the said Testatrix, that the said Testatrix had declared to them that said instrument is her Last Will and Testament, and that she executed same

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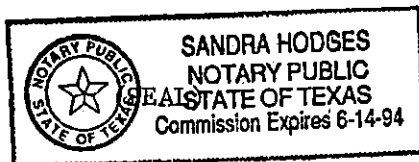
as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request; that she was at that time eighteen years of age or over and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

Marjorie M. Nugent
Marjorie M. Nugent

Samuel Williams
Witness

Randall K. Harrison
Witness

SUBSCRIBED AND ACKNOWLEDGED BEFORE ME, by the said Marjorie M. Nugent, Testatrix, and subscribed and sworn to before me by the said Marjorie
Dan Williams, and Randall K. Harrison, Witnesses,
this 19th day of April, 1991.



Sandra Hodges
Notary Public, State of Texas
My Commission expires : 6-14-94

VOL 98 PAGE 385

FILED FOR RECORD
IN MY OFFICE

NO. 8756

AT 4:05 O'CLOCK P M.

IN RE: ESTATE OF

MARJORIE M. NUGENT,

DECEASED

§ IN THE COUNTY COURT

MAY 15 1998

§

§ IN AND FOR

§

§ PANOLA COUNTY, TEXAS

SUE GRAFTON

COUNTY CLERK, PANOLA COUNTY, TEXAS

DEPUTY

MEMORANDUM OF DISCLAIMER

\$7.08

Billed

WHEREAS, Marjorie M. Nugent ("Decedent") is deceased; and

WHEREAS, Decedent left a last will and testament dated August 21, 1987 ("1987 will");

WHEREAS, by order entered by the Panola County Court on September 15, 1997, in the above-styled and numbered proceeding, an earlier will of Decedent, dated March 16, 1978 ("1978 will"), was admitted to probate and letters testamentary were issued to Tyler Bank and Trust, N.A., which still serves in that capacity; and

WHEREAS, the undersigned, being fully informed of the effect of this action and recognizing that the executor of Decedent's estate and other persons will rely on this Disclaimer, desires to disclaim and renounce all of Decedent's property and estate to which she otherwise would be entitled by virtue of the death of Decedent, under the terms of Decedent's 1987 will, Decedent's 1978 will, and otherwise;

NOW, THEREFORE, Jennifer Lynne Nugent, an adult residing in Dallas County, Texas, hereby, irrevocably and forever, disclaims and renounces any and all right, title and interest in and to the estate and property of Decedent to which she would be entitled under the terms of Decedent's 1987 will, Decedent's 1978 will, or in any other manner by virtue of Decedent's death, including but not limited to any and all right, title and interest in and to the income and principal of the Marjorie M. Nugent Grandchildren's Trust ("Grandchildren's Trust") and the Roderick M. Nugent Marital-Deduction Trust ("Marital-Deduction Trust") created under Decedent's 1987 will, and all right, title and interest in and to the income and principal of the trust created under Decedent's 1978 will.

This Disclaimer is an unqualified refusal to accept the benefit of the income and principal of the Grandchildren's Trust, the income and principal of the Marital-Deduction Trust, the income and principal of the trust created under Decedent's 1978 will, and any other benefit of and from the assets of Decedent's estate passing under the terms of Decedent's 1987 will or 1978 will.

The undersigned states that she has not received, and will not receive, any consideration for her execution of this Disclaimer, nor has she had possession or exercised dominion or control over any of the assets subject to this Disclaimer, nor has she received any distribution

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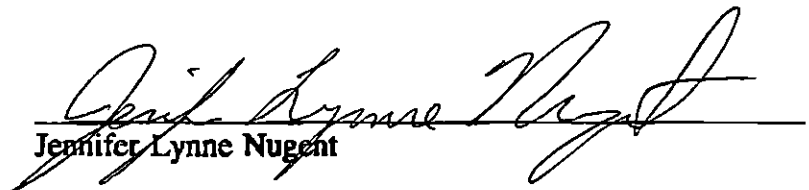
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or other benefit from the Grandchildren's Trust, the Marital-Deduction Trust under Decedent's 1987 will or the trust under Decedent's 1978 will.

This Disclaimer does not apply to property to which the undersigned is entitled under the terms of the last will of Roderick M. Nugent, deceased.

This Disclaimer is executed pursuant to Section 37A, Texas Probate Code, and Section 112.010, Texas Trust Code; it is intended to be a qualified disclaimer under Section 2518 of the Internal Revenue Code of 1986, as amended. It is not intended, and shall not operate as, an assignment.

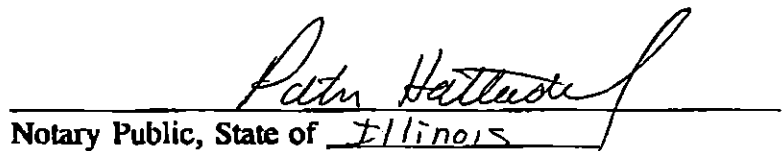
Dated this 14 day of May, 1998.

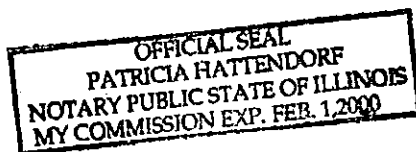

Jennifer Lynne Nugent

STATE OF Illinois)

COUNTY OF COOK)

This instrument was acknowledged before me on this 14th day of May, 1998, by Jennifer Lynne Nugent.


Notary Public, State of Illinois



RECEIPT

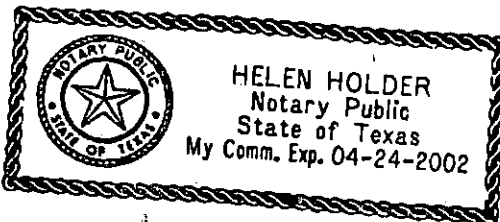
DELIVERY of the foregoing Memorandum of Disclaimer, and receipt of a copy thereof, acknowledged this 15th day of May, 1998.

TYLER BANK AND TRUST, N.A., Independent
Executor, Estate of Marjorie M. Nugent,
deceased

By: Jeff W Cheavens VP and TO

STATE OF TEXAS)
COUNTY OF SMITH)

This instrument was acknowledged before me on this 15th day of May, 1998 by Jeff W. Cheavens VP & TO, _____ of Tyler Bank & Trust, N.A., and the said bank acknowledges this instrument as Independent Executor, Estate of Marjorie M. Nugent, deceased.



Helen Holder
Notary Public, State of Texas

VOL

98 PAGE 388

FILED FOR RECORD
IN MY OFFICE

NO. 8756

AT 4:05 O'CLOCK P M.

IN RE: ESTATE OF

MARJORIE M. NUGENT,

DECEASED

§ IN THE COUNTY COURT MAY 15 1998

§

§ IN AND FOR

§

§

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS

PANOLA COUNTY, TEXAS DEPUTY

\$7.00

Billed

MEMORANDUM OF DISCLAIMER

WHEREAS, Marjorie M. Nugent ("Decedent") is deceased; and

WHEREAS, Decedent left a last will and testament dated August 21, 1987 ("1987 will");

WHEREAS, by order entered by the Panola County Court on September 15, 1997, in the above-styled and numbered proceeding, an earlier will of Decedent, dated March 16, 1978 ("1978 will"), was admitted to probate and letters testamentary were issued to Tyler Bank and Trust, N.A., which still serves in that capacity; and

WHEREAS, the undersigned, being fully informed of the effect of this action and recognizing that the executor of Decedent's estate and other persons will rely on this Disclaimer, desires to disclaim and renounce all of Decedent's property and estate to which she otherwise would be entitled by virtue of the death of Decedent, under the terms of Decedent's 1987 will, Decedent's 1978 will, and otherwise;

NOW, THEREFORE, Shanna Leigh Nugent, an adult residing in Harris County, Texas, hereby, irrevocably and forever, disclaims and renounces any and all right, title and interest in and to the estate and property of Decedent to which she would be entitled under the terms of Decedent's 1987 will, Decedent's 1978 will, or in any other manner by virtue of Decedent's death, including but not limited to any and all right, title and interest in and to the income and principal of the Marjorie M. Nugent Grandchildren's Trust ("Grandchildren's Trust") and the Roderick M. Nugent Marital-Deduction Trust ("Marital-Deduction Trust") created under Decedent's 1987 will, and all right, title and interest in and to the income and principal of the trust created under Decedent's 1978 will.

This Disclaimer is an unqualified refusal to accept the benefit of the income and principal of the Grandchildren's Trust, the income and principal of the Marital-Deduction Trust, the income and principal of the trust created under Decedent's 1978 will, and any other benefit of and from the assets of Decedent's estate passing under the terms of Decedent's 1987 will or 1978 will.

The undersigned states that she has not received, and will not receive, any consideration for her execution of this Disclaimer, nor has she had possession or exercised dominion or control over any of the assets subject to this Disclaimer, nor has she received any distribution

or other benefit from the Grandchildren's Trust, the Marital-Deduction Trust under Decedent's 1987 will or the trust under Decedent's 1978 will.

This Disclaimer does not apply to property to which the undersigned is entitled under the terms of the last will of Roderick M. Nugent, deceased.

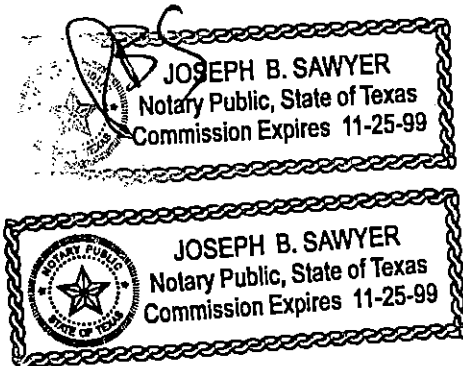
This Disclaimer is executed pursuant to Section 37A, Texas Probate Code, and Section 112.010, Texas Trust Code; it is intended to be a qualified disclaimer under Section 2518 of the Internal Revenue Code of 1986, as amended. It is not intended, and shall not operate as, an assignment.

Dated this 14 day of May, 1998.

Shanna Leigh Nugent
Shanna Leigh Nugent

STATE OF TEXAS)
COUNTY OF HARRIS)

This instrument was acknowledged before me on this 14 day of May, 1998, by Shanna Leigh Nugent.



Joseph B. Sawyer
Notary Public, State of Texas

VOL

98 PAGE 390

RECEIPT

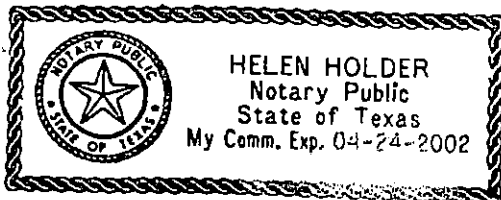
DELIVERY of the foregoing Memorandum of Disclaimer, and receipt of a copy thereof, acknowledged this 15th day of May, 1998.

TYLER BANK AND TRUST, N.A., Independent
Executor, Estate of Marjorie M. Nugent,
deceased

By: Jeff W Chavens VP&TO

STATE OF TEXAS)
)
COUNTY OF SMITH)

This instrument was acknowledged before me on this 15th day of May, 1998 by Jeff W Chavens VP&TO, of Tyler Bank & Trust, N.A., and the said bank acknowledges this instrument as Independent Executor, Estate of Marjorie M. Nugent, deceased.



Helen Holder
Notary Public, State of Texas

AT 4:05 O'CLOCK P M.

NO. 8756

IN RE: ESTATE OF

MARJORIE M. NUGENT,

DECEASED

§ IN THE COUNTY COURT

§

§ IN AND FOR

§

§ PANOLA COUNTY, TEXAS

MAY 15 1998

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS

BY Gennifer Spradley DEPUTY
\$7.00

Billed

MEMORANDUM OF DISCLAIMER

WHEREAS, Marjorie M. Nugent ("Decedent") is deceased; and

WHEREAS, Decedent left a last will and testament dated August 21, 1987 ("1987 will");

WHEREAS, by order entered by the Panola County Court on September 15, 1997, in the above-styled and numbered proceeding, an earlier will of Decedent, dated March 16, 1978 ("1978 will"), was admitted to probate and letters testamentary were issued to Tyler Bank and Trust, N.A., which still serves in that capacity; and

WHEREAS, the undersigned, being fully informed of the effect of this action and recognizing that the executor of Decedent's estate and other persons will rely on this Disclaimer, desires to disclaim and renounce all of Decedent's property and estate to which she otherwise would be entitled by virtue of the death of Decedent, under the terms of Decedent's 1987 will, Decedent's 1978 will, and otherwise;

NOW, THEREFORE, Susan K. Nugent, an adult residing in Dallas County, Texas, hereby, irrevocably and forever, disclaims and renounces any and all right, title and interest in and to the estate and property of Decedent to which she would be entitled under the terms of Decedent's 1987 will, Decedent's 1978 will, or in any other manner by virtue of Decedent's death, including but not limited to any and all right, title and interest in and to the income and principal of the Marjorie M. Nugent Grandchildren's Trust ("Grandchildren's Trust") and the Roderick M. Nugent Marital-Deduction Trust ("Marital-Deduction Trust") created under Decedent's 1987 will, and all right, title and interest in and to the income and principal of the trust created under Decedent's 1978 will.

This Disclaimer is an unqualified refusal to accept the benefit of the income and principal of the Grandchildren's Trust, the income and principal of the Marital-Deduction Trust, the income and principal of the trust created under Decedent's 1978 will, and any other benefit of and from the assets of Decedent's estate passing under the terms of Decedent's 1987 will or 1978 will.

The undersigned states that she has not received, and will not receive, any consideration for her execution of this Disclaimer, nor has she had possession or exercised dominion or control over any of the assets subject to this Disclaimer, nor has she received any distribution

00004AFL.MP5

VOL 98 PAGE 392

or other benefit from the Grandchildren's Trust, the Marital-Deduction Trust under Decedent's 1987 will or the trust under Decedent's 1978 will.

This Disclaimer does not apply to property to which the undersigned is entitled under the terms of the last will of Roderick M. Nugent, deceased.

This Disclaimer is executed pursuant to Section 37A, Texas Probate Code, and Section 112.010, Texas Trust Code; it is intended to be a qualified disclaimer under Section 2518 of the Internal Revenue Code of 1986, as amended. It is not intended, and shall not operate as, an assignment.

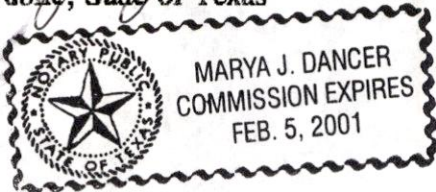
Dated this 14th day of May, 1998.

Susan K. Nugent
Susan K. Nugent

STATE OF TEXAS)
)
COUNTY OF DALLAS)

This instrument was acknowledged before me on this 14th day of May, 1998, by Susan K. Nugent.

Marya J. Dancer
Notary Public, State of Texas



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RECEIPT

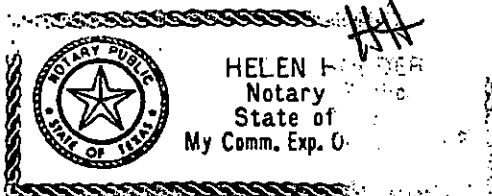
DELIVERY of the foregoing Memorandum of Disclaimer, and receipt of a copy thereof, acknowledged this 15th day of May, 1998.

TYLER BANK AND TRUST, N.A., Independent
Executor, Estate of Marjorie M. Nugent,
deceased

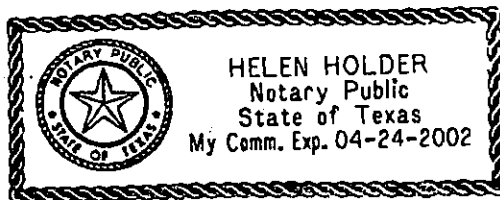
By: Jeff W. Cheavens VP and TO

STATE OF TEXAS)
COUNTY OF SMITH)

This instrument was acknowledged before me on this 15th day of May, 1998 by Jeff W. Cheavens VP & TO of Tyler Bank & Trust, N.A., and the said bank acknowledges this instrument as Independent Executor, Estate of Marjorie M. Nugent, deceased.



Helen Holder
Notary Public, State of Texas



VOL

98 PAGE 394

FILED FOR RECORD
IN MY OFFICE

NO. 8756

AT 4:05 O'CLOCK P M.

IN RE: ESTATE OF

MARJORIE M. NUGENT,

DECEASED

§ IN THE COUNTY COURT MAY 15 1998

§

§ IN AND FOR

§

§ PANOLA COUNTY, TEXAS

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
Jennise Spader
DEPUTY

\$ 7.00

*Billed***MEMORANDUM OF DISCLAIMER**

WHEREAS, Marjorie M. Nugent ("Decedent") is deceased; and

WHEREAS, Decedent left a last will and testament dated August 21, 1987 ("1987 will");

WHEREAS, by order entered by the Panola County Court on September 15, 1997, in the above-styled and numbered proceeding, an earlier will of Decedent, dated March 16, 1978 ("1978 will"), was admitted to probate and letters testamentary were issued to Tyler Bank and Trust, N.A., which still serves in that capacity; and

WHEREAS, the undersigned, being fully informed of the effect of this action and recognizing that the executor of Decedent's estate and other persons will rely on this Disclaimer, desires to disclaim and renounce all of Decedent's property and estate to which he otherwise would be entitled by virtue of the death of Decedent, under the terms of Decedent's 1987 will, Decedent's 1978 will, and otherwise;

NOW, THEREFORE, Matthew Todd Nugent, an adult residing in Potter County, Texas, hereby, irrevocably and forever, disclaims and renounces any and all right, title and interest in and to the estate and property of Decedent to which he would be entitled under the terms of Decedent's 1987 will, Decedent's 1978 will, or in any other manner by virtue of Decedent's death, including but not limited to any and all right, title and interest in and to the income and principal of the Marjorie M. Nugent Grandchildren's Trust ("Grandchildren's Trust") and the Roderick M. Nugent Marital-Deduction Trust ("Marital-Deduction Trust") created under Decedent's 1987 will, and all right, title and interest in and to the income and principal of the trust created under Decedent's 1978 will.

This Disclaimer is an unqualified refusal to accept the benefit of the income and principal of the Grandchildren's Trust, the income and principal of the Marital-Deduction Trust, the income and principal of the trust created under Decedent's 1978 will, and any other benefit of and from the assets of Decedent's estate passing under the terms of Decedent's 1987 will or 1978 will.

The undersigned states that he has not received, and will not receive, any consideration for his execution of this Disclaimer, nor has he had possession or exercised dominion or control over any of the assets subject to this Disclaimer, nor has he received any distribution or other

benefit from the Grandchildren's Trust, the Marital-Deduction Trust under Decedent's 1987 will or the trust under Decedent's 1978 will.

This Disclaimer does not apply to property to which the undersigned is entitled under the terms of the last will of Roderick M. Nugent, deceased.

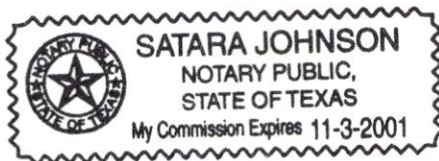
This Disclaimer is executed pursuant to Section 37A, Texas Probate Code, and Section 112.010, Texas Trust Code; it is intended to be a qualified disclaimer under Section 2518 of the Internal Revenue Code of 1986, as amended. It is not intended, and shall not operate as, an assignment.

Dated this 14th day of May, 1998.

Matthew Todd Nugent
Matthew Todd Nugent

STATE OF TEXAS)
COUNTY OF Potter)

This instrument was acknowledged before me on this 14th day of May, 1998, by Matthew Todd Nugent.



Satara Johnson
Notary Public, State of Texas

VOL

98 PAGE 396

RECEIPT

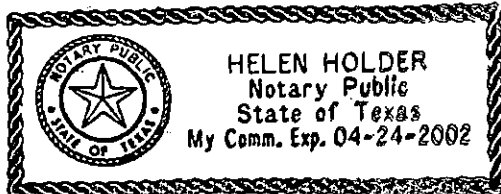
DELIVERY of the foregoing Memorandum of Disclaimer, and receipt of a copy thereof, acknowledged this 15th day of May, 1998.

TYLER BANK AND TRUST, N.A., Independent
Executor, Estate of Marjorie M. Nugent,
deceased

By: Jeff W. Cheamen VP and TO

STATE OF TEXAS)
)
COUNTY OF SMITH)

This instrument was acknowledged before me on this 15th day of May, 1998 by Jeff W. Cheamen VP and TO of Tyler Bank & Trust, N.A., and the said bank acknowledges this instrument as Independent Executor, Estate of Marjorie M. Nugent, deceased.



Helen Holder
Notary Public, State of Texas

No. 8756

MAY 18 1998

ESTATE OF
MARJORIE M. NUGENT,
DECEASED

§
§
§
§
§

IN THE COUNTY COURT
COUNTY CLERK, PANOLA COUNTY, TEXAS
OF M. L. Baser DEPUTY
BY 9.00 Pd.
PANOLA COUNTY, TEXAS

APPLICATION TO APPROVE MEMORANDA OF DISCLAIMER

TO THE HONORABLE JUDGE OF SAID COURT:

COME NOW JENNIFER LYNNE NUGENT, SHANNA LEIGH NUGENT, SUSAN K. NUGENT AND MATTHEW TODD NUGENT ("Applicants") and file this their Application to Approve Memoranda of Disclaimer, and in support thereof would show the Court as follows:

1. Applicants are interested in the estate of Marjorie M. Nugent ("Decedent"), in that they are beneficiaries under Decedent's last will. Tyler Bank and Trust, N.A. is the duly appointed and acting independent executor of the estate.

2. On May 15, 1998, Applicants each filed their Memorandum of Disclaimer with the executor and with this Court. The terms of the Applicants' memoranda of disclaimer are on file with this Court, and the terms of same are hereby incorporated by reference as though fully set forth herein.

3. The exact date of Decedent's death is not known to Applicants. The fact of Decedent's death was concealed from Applicants until Decedent's body was discovered hidden in a freezer on August 18, 1997. Applicants request that this Court enter an Order holding that said memoranda of disclaimer filed on May 15, 1998, were, for purposes of Section 37A, Texas Probate Code, filed not later than nine months after the death of Decedent, and that Applicants have thus not failed to comply with the requirements of Section 37A, Texas Probate Code by filing their memoranda of disclaimer on that date.

4. Applicants further request that this Court enter an Order holding that said memoranda of disclaimer meet all of the requirements of Texas Probate Code Section 37A. and are therefore valid in all respects, to be effective as of the death of Decedent.

WHEREFORE, PREMISES CONSIDERED, JENNIFER LYNNE NUGENT, SHANNA LEIGH NUGENT, SUSAN K. NUGENT AND MATTHEW TODD NUGENT, Applicants, respectfully request that this Court grant the relief prayed for herein.

Respectfully submitted,

PETERSON, FARRIS, DOORES & JONES
A Professional Corporation
P. O. Box 9620
Amarillo, TX 79105
(806) 374-5317
(806) 372-2107 facsimile

By: 
James T. Campbell
State Bar No. 03705800

ATTORNEYS FOR APPLICANTS

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VERIFICATION

STATE OF TEXAS §
 §
COUNTY OF POTTER §

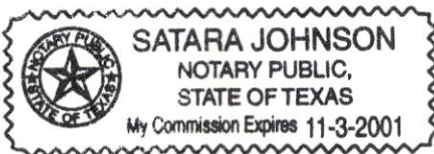
Before me, the undersigned authority, this day personally appeared James T. Campbell, who, after being sworn by me, stated upon his oath as follows:

"My name is James T. Campbell. I have read the above and foregoing Application and the statements made therein are true and correct and are within my personal knowledge."

FURTHER AFFIANT SAYETH NOT.

James T. Campbell
JAMES T. CAMPBELL

SWORN TO AND SUBSCRIBED BEFORE ME THIS 16th day of May, 1998.



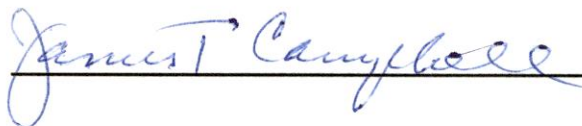
Satara Johnson
Notary Public, State of Texas

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the above and foregoing document was this ____ day of May, 1998, forwarded to the persons listed below by placing the same in the United States mail, properly stamped and addressed as follows:

Attorney for Tyler Bank & Trust, N.A.

Mr. John W. Noble
Attorney at Law
218 North Broadway, Suite 302
Tyler, Texas 75702

A handwritten signature in blue ink, reading "James T. Campbell", is written over a horizontal line.

FILED FOR RECORD
IN MY OFFICE
AT _____ O'CLOCK _____ M. _____

No. 8756

MAY 18 1998

ESTATE OF
MARJORIE M. NUGENT,
DECEASED

§
§
§
§
§

IN THE COUNTY COURT
SUE GRANT FOR
COUNTY CLERK, PANOLA COUNTY, TEXAS
OF
BY M. L. Baer DEPUTY
PANOLA COUNTY, TEXAS \$3.00 Pd.

ORDER

CAME ON TO BE HEARD this 18 day of May, 1998, the Application of JENNIFER LYNNE NUGENT, SHANNA LEIGH NUGENT, SUSAN K. NUGENT and MATTHEW TODD NUGENT to approve Memoranda of Disclaimer filed by them with the independent executor of the Estate of Marjorie M. Nugent and with this Court. After reviewing each Memorandum of Disclaimer and the Application to Approve said Memoranda of Disclaimer, the Court is of the opinion that said Application should be GRANTED.

IT IS THEREFORE, ORDERED, ADJUDGED AND DECREED that the Memorandum of Disclaimer filed in this cause by JENNIFER LYNNE NUGENT, SHANNA LEIGH NUGENT, SUSAN K. NUGENT and MATTHEW TODD NUGENT each on May 15, 1998, was filed not later than nine months after the date of death of Marjorie M. Nugent, for purposes of Section 37A, Texas Probate Code, and that Applicants have not failed to comply with the requirements of that Section 37A by filing their memoranda of disclaimer on that date.

IT IS FURTHER, ORDERED, ADJUDGED AND DECREED that each of the said Memoranda of Disclaimer meets all of the requirements of Section 37A of the Texas Probate Code, and is therefore valid in all respects, to be effective as of the death of Marjorie M. Nugent.

Signed and entered this 18 day of May, 1998.


JUDGE PRESIDING

VOL 98 PAGE 400

No. 8,756

FILED FOR RECORD
IN MY OFFICEAT 4:45 O'CLOCK *UP* M.

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

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(
(

IN THE COUNTY COURT 1998

OF SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
PANOLA COUNTY, TEXASBY *J. Spradlin* DEPUTY#5.00
*Bld*INVENTORY, APPRAISEMENT, AND LIST OF CLAIMSANDORDER APPROVING

Date of Death: Unknown. Valuation date used for this inventory is August 18, 1997.

The following is a full, true and complete Inventory and Appraisement of all personal property and of all real property situated in the State of Texas, together with a List of Claims due and owing to this Estate as of the date of death, which have come to the possession or knowledge of the undersigned. All of the items listed are the separate property of Decedent.

INVENTORY AND APPRAISEMENT

Real Property (See Schedule A)	\$ 687,580.00
Stocks and Bonds (See Schedule B)	\$ 1,662,191.00
Mortgages, Notes and Cash (See Schedule C)	\$ 17,323.00
Insurance Payable to Estate (See Schedule D)	\$ 0.00
Jointly Owned Property (See Schedule E)	\$ 0.00
Miscellaneous Property (See Schedule F)	\$ 80,000.00
Total	\$ 2,447,094.00

LIST OF CLAIMS

There are numerous potential claims which may be due or owing to the Estate. These potential claims are being investigated and if pursued, supplemental inventories will be filed by the estate.

The foregoing Inventory, Appraisement, and List of Claims should be approved and ordered entered of record.

Respectfully submitted,

Tyler Bank and Trust, N.A., Tyler, Texas

By: Jeff W. Cheavens
Jeff W. Cheavens, Vice President and Trust Officer

John W. Noble
John W. Noble
Attorney at Law
218 North Broadway, Suite 302
Tyler, Texas 75702
Phone: (903) 592-6300
Fax: (903) 592-6312
State Bar No. 15051000

STATE OF TEXAS

)
)
)

KNOW ALL MEN BY THESE PRESENTS THAT:

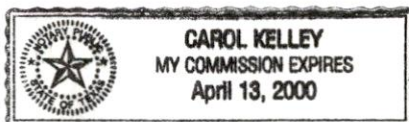
COUNTY OF SMITH

I, Jeff W. Cheavens, having been duly sworn state on oath that I am Vice President and Trust Officer of Tyler Bank and Trust, N.A., Tyler, Texas, that I have been fully authorized to act herein for and on behalf of said corporate fiduciary, and that the foregoing Inventory, Appraisalment, and List of Claims is a true and complete statement of all the property and claims that have come to the knowledge of said corporate fiduciary.

Tyler Bank and Trust, N.A., Tyler, Texas

By: Jeff W. Cheavens
Jeff W. Cheavens, Vice President and Trust Officer

SUBSCRIBED AND SWORN TO BEFORE ME BY Jeff W. Cheavens as Vice President and Trust Officer of Tyler Bank and Trust, N.A., Tyler, Texas, this 1st day of July, 1998, to certify which witness my hand and seal of office.



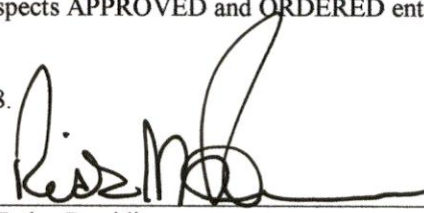
Carol Kelley
Notary Public, State of Texas

VOL 98 PAGE 402

ORDER

The foregoing Inventory, Appraisement and List of Claims of the above Estate having been filed and presented and the Court having considered and examined the same and being satisfied that it should be approved and there having been no objections made thereto, it is in all respects APPROVED and ORDERED entered of record.

SIGNED this 19 of August, 1998.



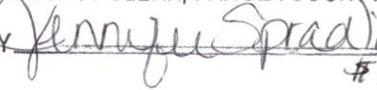
Judge Presiding

J
FILED FOR RECORD
IN MY OFFICE

AT 3:55 O'CLOCK P M.

AUG 19 1998

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS

BY  DEPUTY
\$11.00
Bld

SCHEDULE A**REAL PROPERTY**

1. Residence-111 Dixie Lake West, Carthage, Texas	\$ 300,000.00
2. 1/2 undivided interest in 42.844 acres land, CR 403, Carthage, Texas	\$ 18,250.00
3. 1/3 of a 1/11 interest in 52 acres land	\$ 950.00
4. 1/3 of a 1/11 interest in 92 acres land	\$ 1,670.00
5. 1/3 of a 1/11 interest in 92.25 acres land	\$ 1,670.00
6. 144.118 acres land, CR 108, Carthage, Texas	\$ 122,500.00
7. Various Oil and Gas Royalty Interests	\$ 140,647.00
8. Various Oil and Gas Working Interests	\$ 101,893.00
<hr/>	
Total Real Estate	\$ 687,580.00

SCHEDULE B**STOCKS AND BONDS**

1. 2,000 shares, Exxon Corp	\$ 124,375.00
2. Accrued dividend on item 1	\$ 820.00
3. 1,925 shares , Lockheed Martin Corp	\$ 201,884.00
4. 3,336 shares, Mobil Oil Corp	\$ 246,656.00
5. Accrued dividend on item 1	\$ 1,768.00
6. 88 shares, Sonat Corp	\$ 4,070.00
7. \$75,000 Chicago, Ill, 7.85%, due 11/01/2025	\$ 79,261.00
8. Accrued interest on item 7	\$ 1,772.00
9. \$100,000 FNMA REMIC 9.25%, due 2/25/2017	\$ 9,946.00
10. Accrued interest on item 9	\$ 633.00
11. 12,664.399 shares, Colonial Trust IV Mutual Fund	\$ 172,742.00
12. 17,329.168 shares, Franklin Federal Tax Free Income, Class 1 Mutual Fund	\$ 210,549.00
13. 15,127.664 shares, Franklin Tax Free High Yield Mutual Fund	\$ 172,909.00
14. 10,371.273 shares, Kemper Texas Tax Free Income, Class B Mutual Fund	\$ 108,380.00
15. 16,205.627 shares, Putnam Tax Exempt Income, Class A Mutual Fund	\$ 146,985.00
16. \$90,000 Carthage, Tx Wtr & Swr, 5.1%, due 8/15/2004	\$ 91,766.00
17. Accrued interest on item 16	\$ 51.00
18. \$60,000 US Savings Bonds, Series EE	\$ 60,000.00
19. 300 shares Preferred Stock, Carthage Bancshares Inc., 8%	\$ 11,352.00
20. 6,588 shares Carthage Bancshares	\$ 16,272.00
<hr/>	
Total Stocks and Bonds	\$ 1,662,191.00

SCHEDULE C

MORTGAGES, NOTES AND CASH

1. First National Bank, Carthage, Texas, Checking Account 666114	\$ 1,649.00
2. First National Bank, Carthage, Texas, Checking Account 318876	\$ 3,139.00
3. First State Bank, Carthage, Texas Checking Account	\$ 1,757.00
4. Note Receivable, Beason	\$ 10, 778.00
	<hr/>
Total Mtgs, Notes and Cash	\$ 17,323.00

SCHEDULE F

MISCELLANEOUS PROPERTY

1. Household Furnishings and Personal Effects	\$ 75,000.00
2. Jewelry	\$ 5,000.00
	<hr/>
Total Miscellaneous Property	\$ 80,000.00

1:25 NOON P. M.

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OCT 27 1998

No. 8756

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

§
§
§
§
§

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
IN THE COUNTY COURT *M. L. Bazer* DEPUTY
\$273.00
OF
PANOLA COUNTY, TEXAS

**APPLICATION FOR RESIGNATION OF INDEPENDENT EXECUTOR AND APPOINTMENT OF
SUCCESSOR INDEPENDENT EXECUTOR**

WHEREAS, on August 28, 1997, Tyler Bank and Trust, N.A., Tyler, Texas, (now Regions Bank, Tyler, Texas) ("Bank") filed an application in this Court to probate the Will of Marjorie M. Nugent ("Mrs. Nugent"), dated March 16, 1978 ("1978 Will"); and

WHEREAS, on September 15, 1997, the 1978 Will was admitted to probate by this Court and the Bank was appointed by this Court as independent executor of Mrs. Nugent's estate; and

WHEREAS, under the terms of the 1978 Will, the beneficiaries of Mrs. Nugent's estate were the following named grandchildren of Mrs. Nugent: Jennifer Lynn Nugent, Susan Kay Nugent and Shanna Leigh Nugent ("Grandchildren"); and

WHEREAS, on May 15, 1998, each of said Grandchildren filed a Memorandum of Disclaimer with this Court pursuant to Section 37A, Texas Probate Code disclaiming all interests under the 1978 Will; and

WHEREAS, on May 18, 1998, this Court entered an Order approving said Memorandum of Disclaimers filed by the Grandchildren; and

WHEREAS, as a result of such Disclaimers by the Grandchildren, all interest in Mrs. Nugent's estate under the 1978 Will would pass by law entirely to Mrs. Nugent's son, Roderick M. Nugent, Jr. ("Dr. Nugent"); and

WHEREAS, it is the agreement of the Bank and Dr. Nugent, that Mrs. Nugent's estate would be best served by the Bank resigning as independent executor of Mrs. Nugent's estate under the 1978 Will and naming Dr. Nugent as the successor independent executor of said estate; and

WHEREAS, there remains (and will remain for an indeterminate time in the future) a necessity to continue the independent administration of Mrs. Nugent's estate; and

WHEREAS, the 1978 does not contain provisions naming a successor independent executor but there is a method established under Section 154A, Texas Probate Code to name a successor independent executor in circumstances where a independent executor resigns and there is no successor independent executor named in the will of a decedent; and

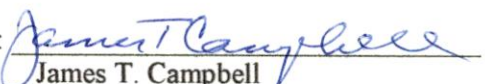
NOW THEREFORE, the Bank and Dr. Nugent show the Court as follows:

1. Bank, as applicant, makes this application to resign as the independent executor of Mrs. Nugent's estate and files herewith its exhibit and final account, duly verified, showing the condition of the estate entrusted to its care.
2. Dr. Nugent, as applicant, makes this application pursuant to Section 154A, Texas Probate Code for an Order continuing the independent administration of Mrs. Nugent's estate under the 1978 Will and appointing Dr. Nugent as successor independent executor.
3. Dr. Nugent is the sole distributee of Mrs. Nugent's estate under the 1978 Will at the time of this application. Dr. Nugent's address is 800 Avondale, Amarillo, Texas 79106 and he is the son of Mrs. Nugent.
4. It would be in the best interest of Mrs. Nugent's estate under the 1978 Will for Dr. Nugent to be appointed successor independent executor because he is now the sole distributee of Mrs. Nugent's estate under the 1978 Will and said estate can be more expeditiously and efficiently administered by appointing Dr. Nugent as the successor independent executor of said estate.
5. Dr. Nugent, if appointed by the Court, further applies for waiver of bond pursuant to Section 154A(h), Texas Probate Code.

WHEREFORE, applicants pray that on citation, hearing, and examination of the exhibit and account, the Court enter an Order (1) approving said account (2) accepting and approving the resignation of Regions Bank as independent executor of the Estate of Marjorie M. Nugent, Deceased, (2) appointing Roderick M. Nugent, Jr. as the successor independent executor of said estate without bond, (3) continuing the independent administration of said estate, (4) directing delivery of the estate to the successor independent executor, (5) discharging Regions Bank from its duties as independent executor of said estate and (4) such other and further relief which the Court deems appropriate.

Respectfully Submitted,


PETERSON, FARRIS, DOORES & JONES
A Professional Corporation
P.O. Box 9620
Amarillo, Texas 79105
(806) 374-5317
(806) 372-2107 facsimile

By: 
James T. Campbell
State Bar No. 03705800

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ATTORNEY FOR APPLICANT
RODERICK M. NUGENT, JR.


Roderick M. Nugent, Jr.


John W. Noble
218 N. Broadway, Ste. 302
Tyler, Texas 75702
(903) 592-6300
(903) 592-6312 facsimile
State Bar No. 15051000


ATTORNEY FOR APPLICANT
REGIONS BANK, TYLER, TEXAS

AFFIDAVIT OF PERSONAL REPRESENTATIVE

STATE OF TEXAS

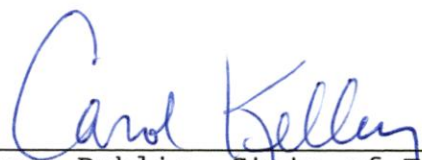
COUNTY OF SMITH

BEFORE ME, the undersigned authority on this day personally appeared Jeff W. Cheavens, who, being by me duly sworn on oath deposed and said that he is a Vice-President & Trust Officer of Regions Bank, Tyler, Texas, the independent executor of the estate of Marjorie M. Nugent, Deceased, that he is familiar with the contents of the attached exhibit and final account; and that every statement contained in the exhibit and final account is within his personal knowledge and is true and correct and that he makes this verification in his capacity as an officer of Regions Bank, Tyler, Texas and not in his individual capacity.


Jeff Cheavens, Vice-President

SUBSCRIBED AND SWORN TO BEFORE ME on this 20th day of October, 1998, to certify which witness my hand and official seal.




Notary Public, State of Texas

TYLER BANK AND TRUST, N.A.

-00-0

JC JKW

ESTATE OF MARJORIE M NUGENT

INVESTMENT & TRANSACTION STATEMENT
09/08/97 THRU 12/31/97

ACCOUNT COPIES

IF YOU HAVE ANY QUESTIONS CONCERNING THIS STATEMENT,
PLEASE CALL OR WRITE JEFF CHEAVENS (903) 535-4356

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TYLER BANK AND TRUST, N.A.

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**STATEMENT OF INVESTMENT POSITION
AS OF 12/31/97**
**ACCOUNT NUMBER -0
ESTATE OF MARJORIE H NUGENT**
PAGE 1
SUMMARY STATEMENT

	CARRY VALUE	TOTAL MARKET	OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	YIELD MARKET VALUE
FIXED INCOME SECURITIES					
GOVERNMENT OBLIGATIONS					
TREASURY & FEDERAL AGENCIES	\$.99	\$98,982.79	9.11	\$9,400	9.50
STATE AND MUNICIPAL	\$2.00	\$174,949.95	16.09	\$10,499	6.00
TOTAL GOVERNMENT OBLIGATIONS	\$2.99	\$273,932.74	25.20	\$19,899	7.26
TOTAL FIXED INCOME SECURITIES	\$2.99	\$273,932.74	25.20	\$19,899	7.26
REAL ESTATE					
EQUITY	\$1.00	\$1.00	.00	\$0	.00
LOANS AND MORTGAGES	\$10,302.99	\$10,302.99	.95	\$721	7.00
TOTAL REAL ESTATE	\$10,303.99	\$10,303.99	.95	\$721	7.00
CASH & EQUIVALENTS	\$802,546.53	\$802,546.53	73.85	\$43,389	5.41
TOTAL ASSETS	\$812,853.51	\$1,086,783.26	100.00	\$64,009	5.89

TYLER BANK AND TRUST, N.A.**STATEMENT OF ACCOUNT**

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DATE 12/31/97

ACCOUNT NUMBER:

-0

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
10/09/97	GRIGSBY PETROLEUM INC	26.48		
10/09/97	MITCHELL ENERGY CORP.	24.40		
10/09/97	TEXACO INCORPORATED	719.91		
10/09/97	GENESIS CRUDE OIL, L.P.	26.05		
10/09/97	MAYNARD OIL COMPANY	1,447.53		
10/09/97	TIPPERARY OIL & GAS CORP	136.63		
10/09/97	BROCK OIL AND GAS CORP.	340.22		
10/09/97	PIONEER NATURAL RESOURCES	197.49		
10/09/97	FINA OIL AND CHEMICAL CO.	370.80		
10/09/97	EXXON COMPANY, U.S.A.	1,244.75		
10/09/97	CODAENERGY, INC.	119.84		
10/09/97	CHEVRON U.S.A., INC.	98.66		
10/09/97	UNION PACIFIC RESOURCES	224.46		

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TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER: -0 ACCOUNT NAME: ESTATE OF MARJORIE H NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
10/09/97	VINTAGE PETROLEUM INC.	91.53		
10/09/97	SCURLOCK PERMIAN CORP.	56.57		
10/09/97	SUN REFINING & MARKETING	57.33		
10/09/97	OXY USA INC.	413.46		
10/16/97	FRANKLIN FEDERAL TAX-FREE INCOME FUND INC - CLASS I ACCT INCOME DIVIDEND CK DTD 8/15/97		1,005.09	
10/16/97	FRANKLIN HIGH YIELD TAX-FREE INCOME FUND - CLASS II ACCT INCOME DIVIDEND CK DTD 8/21/97		782.05	
10/16/97	FRANKLIN HIGH YIELD TAX-FREE INCOME FUND - CLASS II ACCT INCOME DIVIDEND CK DTD 9/23/97		779.02	

TYLER BANK AND TRUST, N.A.

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER: -0 ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
09/18/97	UNION OIL OF CALIFORNIA	208.86		
09/18/97	SUN REFINING & MARKETING	29.06		
09/18/97	PIONEER NATURAL RESOURCES	272.44		
09/18/97	PANENERGY TRANSPORT	20.02		
09/18/97	HERD PRODUCING CO, INC.	69.98		
09/18/97	UNION PACIFIC RESOURCES	396.40		
09/18/97	STEPHENS & JOHNSON OPER.	69.63		
09/18/97	VINTAGE PETROLEUM INC.	149.80		
09/18/97	FINA OIL AND CHEMICAL CO.	436.76		
09/18/97	EXXON COMPANY, U.S.A.	1,119.73		
09/18/97	MOBIL OIL CORPORATION	546.20		
09/18/97	OXY USA INC.	391.30		
09/18/97	PHILLIPS PETROLEUM CO.	148.39		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
09/24/97	CODAENERGY, INC.	121.68		
09/24/97	TIPPERARY OIL & GAS CORP	144.39		
09/24/97	EOTT ENERGY CORPORATION	10.23		
09/24/97	UNION OIL OF CALIFORNIA	359.85		
09/29/97	STEPHENS & JOHNSON OPER.	71.05		
10/03/97	REDEPOSIT OF CHECK #843329 BACK INTO THE ACCOUNT CHECK REQUESTED FOR PANOLA CO CLERK FOR CERTIFIED COPY OF DEATH CERTIFICATE	12.00		
10/03/97	BROCK OIL AND GAS CORP.	308.38		
10/03/97	ONE PARK TEN PLACE	11.72		
10/03/97	PARKER & PARSLEY PET. CO.	176.66		
10/09/97	KEY PRODUCTION COMPANY	174.29		
10/09/97	AMOCO PRODUCTION COMPANY	144.70		

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TYLER BANK AND TRUST, N.A.

PAGE 8

DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
	REAL ESTATE			
12/10/97	100.00 % INTEREST IN NONPRODUCING OIL AND GAS ASSETS *SUPPLEMENTAL SCHEDULE AVAILABLE* RECEIVED			1.00
	TOTAL REAL ESTATE ACQUISITIONS	.00 *	.00 *	1.00 *
	CASH & EQUIVALENTS			
10/01/97	DREYFUS GOVERNMENT CASH MANAGEMENT			
11/03/97	INT TO 09/30/97	8.18		
12/01/97	INT TO 10/31/97	201.81		
12/31/97	INT TO 11/30/97	3,450.76		
12/31/97	PURCHASES(37) 09/08/97 TO 12/31/97		885,461.80-	885,461.80
12/31/97	SALES (22) 09/08/97 TO 12/31/97		83,306.03	83,306.03-
	TOTAL CASH & EQUIVALENT ACQUISITIONS	.00 *	885,461.80-*	885,461.80 *
	TOTAL CASH & EQUIVALENT DISPOSITIONS	.00 *	83,306.03 *	83,306.03-*
	TOTAL INTEREST INCOME	3,660.75 *	.00 *	.00 *
	MISCELLANEOUS RECEIPTS			
09/18/97	AMOCO PRODUCTION COMPANY	170.65		

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TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
09/18/97	TEXACO INCORPORATED	842.99		
09/18/97	PENNZOIL EXPL & PROD CO.	343.78		
09/18/97	UNION PACIFIC RESOURCES	1,287.59		
09/18/97	SNYDER OIL CORPORATION	192.04		
09/18/97	DEVON ENERGY CORPORATION	128.17		
09/18/97	BRG PETROLEUM, INC.	822.26		
09/18/97	CONSTOCK OIL & GAS, INC.	521.56		
09/18/97	J.L. DAVIS	26.98		
09/18/97	DRACO ENERGY, INC.	29.18		
09/18/97	NAVAJO CRUDE OIL CO.	108.59		
09/18/97	ALTURA ENERGY LTD	29.55		
09/18/97	SCURLOCK PERMIAN CORP.	53.73		
09/18/97	MAYNARD OIL COMPANY	561.95		

TYLER BANK AND TRUST, N.A.

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
09/07/97	BEGINNING BALANCES	.00	.00	.00
	BONDS			
	CARTHAGE TX WATERWORKS AND SEWAGE GENERAL OBLIGATION BOND 5.10% DUE 08/15/2004			
11/07/97	RECEIVED 90000 FACE VALUE			1.00
	CHICAGO IL O HARE AIRPORT REVENUE BOND 7.875% DUE ON 11/01/2025			
11/19/97	AMERICAN AIRLINES PROJECT B RECEIVED 75000 FACE VALUE			1.00
12/04/97	INTEREST TO 12/3/97	2,953.13		
	FNMA REMIC 9.50% DUE 02/25/2017 SERIES 1990-133 CLASS E			
11/05/97	RECEIVED 100000 FACE VALUE			1.00
12/24/97	INT TO 12/25/97 ON 100,000.	48.87		
12/26/97	PRINCIPAL PAYMENT		1,056.79	.01-
	TOTAL BOND ACQUISITIONS	.00 *	.00 *	3.00 *
	TOTAL BOND DISPOSITIONS	.00 *	1,056.79 *	.01-*
	INCOME FROM BOND INTEREST	3,002.00 *	.00 *	.00 *

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
	NOTES			
	BOBBY GEORGE BEASON, 7%, 4-15-04 ORIGINAL AMOUNT \$14,488.00 DATED 4-01-94 PAYABLE \$168.22 MONTHLY ON 15TH			
12/15/97	RECEIVED			1.00
12/18/97	ADJUST CARRY VALUE TO SET AT ACTUAL CARRY VALUE OF NOTE AT TIME OF RECEIPT OF TRUST			10,728.23
12/24/97	INTEREST TO 09/15/97	60.73		
12/24/97	INTEREST TO 10/15/97	61.35		
12/24/97	INTEREST TO 11/15/97	61.97		
12/24/97	INTEREST TO 12/15/97	62.59		
12/24/97	PRINCIPAL PAYMENT		107.49	107.49-
12/24/97	PRINCIPAL PAYMENT		106.87	106.87-
12/24/97	PRINCIPAL PAYMENT		106.25	106.25-
12/24/97	PRINCIPAL PAYMENT		105.63	105.63-
	TOTAL NOTES ACQUISITIONS	.00 *	.00 *	10,729.23 *
	TOTAL NOTES PRINCIPAL PAYMENTS	.00 *	426.24 *	426.24-*
	TOTAL NOTES INTEREST PAYMENTS	246.64 *	.00 *	.00 *

TYLER BANK AND TRUST, N.A.

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SUMMARY OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
BEGINNING ACCOUNT BALANCES	.00	.00	.00
BONDS			
ACQUISITIONS			3.00
DISPOSITIONS		1,056.79	.01-
INTEREST INCOME	3,002.00		
NOTES			
ACQUISITIONS			10,729.23
PRINCIPAL PAYMENTS		426.24	426.24-
INTEREST PAYMENTS	246.64		
REAL ESTATE			
ACQUISITIONS			1.00
CASH & EQUIVALENTS			
ACQUISITIONS		885,461.80-	885,461.80
DISPOSITIONS		83,306.03	83,306.03-
INCOME	3,660.75		
MISCELLANEOUS RECEIPTS	56,894.29	830,429.36	

TYLER BANK AND TRUST, N.A.

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SUMMARY OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
PAYMENTS TO OR FOR BENEFICIARIES	17,293.87-		
FEES AND EXPENSES		43,768.65-	
MISCELLANEOUS DISBURSEMENTS	17,997.37-	14,109.65-	
TRANSFERS	6,525.67	6,525.67-	
ENDING ACCOUNT BALANCES	35,038.11	34,647.35-	812,462.75

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TYLER BANK AND TRUST, N.A.

STATEMENT OF INVESTMENT POSITION
AS OF 12/31/97

ACCOUNT NUMBER
ESTATE OF MARJORIE M NUGENT

PAGE 2

VALUATION STATEMENT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	CARRY VALUE /UNIT	TOTAL MARKET /UNIT	% OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	% OF YIELD MARKET VALUE
* FIXED INCOME SECURITIES *						
GOVERNMENT OBLIGATIONS						
TREASURY & FEDERAL AGENCIES						
98,943.21	FNMA REMIC 9.50% DUE 02/25/2017 SERIES 1990-133 CLASS E	\$.99	\$98,982.79 100.04	9.11	\$9,400	9.50
STATE AND MUNICIPAL						
90,000	CARTHAGE TX WATERWORKS AND SEWAGE GENERAL OBLIGATION BOND 5.10% DUE 08/15/2004	\$1.00	\$92,086.20 102.32	8.47	\$4,590	4.98
75,000	CHICAGO IL O HARE AIRPORT REVENUE BOND 7.875% DUE ON 11/01/2025 AMERICAN AIRLINES PROJECT B	1.00	82,863.75 110.49	7.62	5,909	7.13
TOTAL STATE AND MUNICIPAL		\$2.00	\$174,949.95	16.09	\$10,499	6.00
TOTAL GOVERNMENT OBLIGATIONS		\$2.99	\$273,932.74	25.20	\$19,899	7.26
* TOTAL FIXED INCOME SECURITIES *		\$2.99	\$273,932.74	25.20	\$19,899	7.26
* REAL ESTATE *						
EQUITY						

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***ALL PRICES AS OF STATEMENT DATE UNLESS OTHERWISE INDICATED**

TYLER BANK AND TRUST, N.A.

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/25/97	DIVISION ORDER PROCESSING FEE FINA OIL GULLEY OG-76	15.00-		
11/25/97	DIVISION ORDER PROCESSING FEE FINA OIL & GAS FLOYD UNIT OG-75	15.00-		
11/25/97	CABLER SECURITY MONITOR 111 DIXIE LAKE WEST CUST #0010368 STMT DTD 11/20/97	137.21-		
11/28/97	COMSTOCK OIL & GAS CORP. OWNER NO. L3729	367.73-		
11/28/97	SUNWEST OPERATING CO LLC OWNER ID: NUGEMM STMT DTD 11-30-97	57.96-		
12/05/97	OIL & GAS INCOME COMMISSION	1,159.09-		

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TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
12/08/97	DIVISION ORDER PROCESSING FEE DEVON ENERGY VALLAT OG-78	15.00-		
12/08/97	DIVISION ORDER PROCESSING FEE DEVON ENERGY STATE MCINTYRE OG-54	15.00-		
12/08/97	DIVISION ORDER PROCESSING FEE DEVON ENERGY KESSLER OG-36	15.00-		
12/08/97	DIVISION ORDER PROCESSING FEE PHILLIPS 66 COMPANY LOVETT OG-39	15.00-		
12/08/97	DIVISION ORDER PROCESSING FEE PHILLIPS 66 - LOVETTE OG-36	15.00-		

TYLER BANK AND TRUST, N.A.

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/18/97	C R STODGHILL, RTA 1997 AD VALOREM TAXES	56.91-		
11/18/97	RONA SIKES TAX COLLECTOR 1997 AD VALOREM TAXES	149.76-		
11/18/97	DAWSON CO. APPRAISAL DIST 1997 AD VALOREM TAXES H705070	37.53-		
11/18/97	JANIE GRAVES 1997 AD VALOREM TAXES #7034	30.70-		
11/18/97	SCHOOL OF TENAHA 1997 AD VALOREM TAXES N0703436	14.25-		
11/18/97	WINK LOVING ISD 1997 AD VALOREM TAXES ACCT #	18.34-		
11/18/97	TAX ASSESSOR COLLECTOR 1997 AD VALOREM TAXES ACCT #	1,947.72-		

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TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/19/97	ARKANSAS BEST INSURANCE AGENCY TRUST LIABILITY INSURANCE POL #FS00300137 ACCT MARJORIE M NUGENT	34.00-		
11/19/97	DAWSON COUNTY CLERK PHOTO COPIES OF VOL. 254, PAGE 229	2.00-		
11/20/97	WAYLAND IRWIN, RTA HENDERSON TX 75653-0333	13.94-		
11/20/97	WINKLER COUNTY TAX A/C 1997 AD VALEREM TAXES	55.67-		
11/20/97	JANIE GRAVES 1996 AD VALOREM TAXES	.37-		
11/24/97	TIPPERARY OIL & GAS CORP. OWNER NO. 6323 STMT DATE 10-31-97	65.83-		
11/25/97	DIVISION ORDER PROCESSING FEE FINA OIL MIDYETT GULLEY 06-71	15.00-		

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TYLER BANK AND TRUST, N.A.

PAGE 32

DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/06/97	OVERHEAD DOOR CO OF TYLER INV #73782 ACCT DTD 5/16/97 SERVICE @ 111 DIXIE LAKE WEST		1,067.51-	
11/10/97	DIVISION ORDER PROCESSING FEE EXXON CORP THOMAS OG-66	15.00-		
11/14/97	ARKANSAS BEST INSURANCE AGENCY ACCT POL #HPA641266 MARJORIE NUGENT PROPERTY	4,451.20-		
11/18/97	DIVISION ORDER PROCESSING FEE SUNWEST OPERATING SHIVERS OG-72	15.00-		
11/18/97	DIVISION ORDER PROCESSING FEE NAVAJO REFINING FEDERAL #1 OG-62	15.00-		

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER: _____ ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/18/97	DIVISION ORDER PROCESSING FEE NAVAJO REFINING TOWNSEND OG-40	15.00-		
11/18/97	DIVISION ORDER PROCESSING FEE NAVAJO REFINING WM CLAY OG-61	15.00-		
11/18/97	KATHY REEVES, TAX A/C 1997 AD VALOREM TAXES	35.03-		
11/18/97	MIDLAND CENTRAL APPRAISAL 1997 AD VALOREM TAXES	154.79-		
11/18/97	WINKLER CO. TAX A/C 1997 AD VALOREM TAXES	33.55-		
11/18/97	TAX ASSESSOR COLLECTOR 1997 AD VALOREM TAXES OWNER #R-0016390	93.26-		
11/18/97	WAYNE H. HYDE TAX ASSESSOR/COLLECTOR 1997 AD VALOREM TAXES OWNER #21454	127.79-		

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
10/31/97	DIVISION ORDER PROCESSING FEE SCURLOCK OIL NOLLEY WOLFCAMP OG-15	15.00-		
10/31/97	DIVISION ORDER PROCESSING FEE ENSERCH EXP CO EPLEY OG-25	15.00-		
10/31/97	DIVISION ORDER PROCESSING FEE SCURLOCK OIL EXXON TOWNSEND OG-40	15.00-		
10/31/97	C/C TO NICK HULL MOWING NUGENT LAWN (TWO TIMES AT \$100)-INVOICE DATED 10-09-97	200.00-		
11/03/97	DIVISION ORDER PROCESSING FEE MOBIL OIL CO- BERTHA NOLLEY OG-15	15.00-		
11/05/97	OIL & GAS INCOME COMMISSION	601.99-		

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/05/97	SOUTHWESTERN BELL R M NUGENT ACCT	79.41-		
11/05/97	SOUTHWESTERN BELL R M NUGENT ACCT	28.77-		
11/06/97	TYLER BANK & TRUST, N.A. REIMBURSEMENT FOR TRAVEL EXP RE TRUST REAL EST MGMT	56.07-		
11/06/97	R.M. NUGENT, JR. REIMBURSE FUNERAL & TRAVEL EXPENSE		11,013.67-	
11/06/97	PANOLA COUNTY CLERK CERTIFIED COPY OF PROBATE MARJORIE M. NUGENT CAUSE #8756	39.00-		
11/06/97	B & B LOCKSMITH INV #04493 DATED 9/25/97 SERVICE @ 111 DIXIE LAKE WEST		75.42-	
11/06/97	CABLER SECURITY SYSTEMS MONITOR 111 DIXIE LAKE WEST CUST #0010368 STMT DTD 10/24/97	291.08-		

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
10/22/97	TIPPERARY OIL & GAS CORP. OWNER NO. 2179 STMT DATE 9-30-97	26.21-		
10/22/97	SUNWEST OPERATING CO LLC OWNER ID: NUGEMM STMT DTD 10-31-97	54.51-		
10/22/97	UNION PACIFIC RESOURCES COMPANY OWNER NO. 415555 INVOICE NO. 09-AR-3836	196.32-		
10/23/97	HEADINGTON OIL COMPANY OWNER 55552 INVOICE DID 9-13-97	116.97-		
10/24/97	DIVISION ORDER PROCESSING FEE TIPPERARY CORP HOLBERT OG-43	15.00-		
10/28/97	DIVISION ORDER PROCESSING FEE SCURLOCK OIL CO- ROCHELLE OG-12	15.00-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
10/29/97	DIVISION ORDER PROCESSING FEE SCURLOCK OILC VICKI LYNN OG-9	15.00-		
10/31/97	DIVISION ORDER PROCESSING FEE SCURLOCK OIL CO WALTON OG-41	15.00-		
10/31/97	DIVISION ORDER PROCESSING FEE SCURLOCK OIL CO SNYDER STATE OG-42	15.00-		
10/31/97	DIVISION ORDER PROCESSING FEE SCURLOCK OIL CO ELDRIDGE OG-1	15.00-		
10/31/97	DIVISION ORDER PROCESSING FEE SCURLOCK OIL CO GOODWIN OG-11	15.00-		

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
09/22/97	SUNWEST OPERATING CO LLC OWNER ID: NUGERM STMT DTD 08-31-97	233.46-		
09/22/97	KEY PRODUCTION COMPANY, INC. OWNER #NUG100 INVOICES DTD 2-28-97 THRU 07-30-97	96.76-		
09/24/97	MIDLAND COUNTY PAYING FOR 1996 TAXES	44.42-		
09/30/97	PANOLA COUNTY CLERK CERTIFIED COPIES OF DEATH CERTIFICATE	12.00-		
10/01/97	C/C TO PANOLA COUNTY CLERK 10 DEATH CERTIFICATES FOR MARJORIE M NUGENT		36.00-	
10/03/97	C/C TO SOUTHWESTERN ELECTRIC POWER COMPANY R M NUGENT ACCT #517717689		359.51-	
10/03/97	C/C TO SOUTHWESTERN BELL R M NUGENT #903-693-8751-681-3		57.54-	

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
10/09/97	SUNWEST OPERATING CO LLC STMT DTD 9/30/97	61.57-		
10/10/97	MAYNARD OIL COMPANY OWNER CODE: 614600 INVOICE #31783	234.28-		
10/10/97	OIL & GAS INCOME COMMISSION	729.48-		
10/10/97	DIVISION ORDER PROCESSING FEE MAYNARD OIL CO STERLING 06-20	15.00-		
10/14/97	CONSTOCK OIL & GAS CORP. OWNER NO. 120419 INVOICE 97-08-935/97-08-938	186.75-		
10/14/97	SOUTHWESTERN ELECTRIC POWER CO R M NUGENT - 111 W DIXIE LAKE ACCT	214.11-		
10/16/97	TIPPERARY OIL & GAS CORP. OWNER NO. 2179 STMT DATE 08-31-97	17.89-		

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
	FIDUCIARY FEES AND EXPENSES			
11/06/97	CHARLES C. DICKERSON FOR SERVICES RENDERED 8/19/97 - 8/26/97 ESTATE OF MARJORIE M NUGENT		1,561.50-	
11/06/97	JOHN W NOBLE PROFESSIONAL SERVICES 8/28/97 - 9/11/97 ESTATE OF MARJORIE M NUGENT		4,536.00-	
11/06/97	PETERSON FARRIS DOORES & JONES PROFESSIONAL SERVICES 8/12/97 - 8/25/97 ESTATE OF MARJORIE M. NUGENT ACCT , STMT DTD 9/15/97		9,250.65-	
11/06/97	CHARLES C. DICKERSON PROFESSIONAL SERVICES 9/4/97 - 10/22/97 ESTATE OF MARJORIE M NUGENT		10,153.35-	
11/26/97	JOHN W NOBLE, ATTORNEY PROFESSIONAL SERVICES 9/16/97 - 11/10/97 ESTATE OF MARJORIE NUGENT		5,013.15-	
12/10/97	JOHN W NOBLE, ATTORNEY PROFESSIONAL SERVICES THROUGH 11/26/97 ESTATE OF MAJORIE M NUGENT		5,036.50-	

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
12/17/97	CHARLES C. DICKERSON PROFESSIONAL SERVICES 10/23/97 THRU 12/8/97 ESTATE OF MARJORIE NUGENT		8,217.50-	
	TOTAL FIDUCIARY FEES AND EXPENSES	.00 *	43,768.65-*	.00 *
	MISCELLANEOUS DISBURSEMENTS			
09/22/97	UNION PACIFIC RESOURCES COMPANY OWNER NO. 415555 INVOICE NO. 08-AR-3805	155.68-		
09/22/97	MAYNARD OIL COMPANY OWNER CODE: 614600 INVOICE # 31225/31226	2,897.60-		
09/22/97	COMSTOCK OIL & GAS CORP. OWNER NO. 120419 INVOICE 97-07-629/ 97-07-632	182.00-		
09/22/97	TIPPERARY OIL & GAS CORP. OWNER NO. 2179 STMT DATE 08-18-97 INVOICES DTD 3-17-97 THRU 08-15-97	138.53-		

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
12/23/97	SCURLOCK PERMIAN CORP.	64.40		
12/24/97	VINTAGE PETROLEUM INC.	131.02		
12/26/97	EXXON COMPANY, U.S.A.	1,692.75		
12/26/97	MOBIL OIL CORPORATION	743.93		
12/26/97	SEAGULL-MID SOUTH INC.	427.67		
12/29/97	STEPHENS & JOHNSON OPER.	67.34		
12/29/97	DUKE ENERGY FLD SER.	44.58		
12/29/97	OXY USA INC.	527.28		
12/30/97	HEADINGTON OIL COMPANY	201.95		
12/31/97	CHEVRON U.S.A., INC.	302.38		
12/31/97	SUN REFINING & MARKETING	88.38		
	TOTAL MISCELLANEOUS RECEIPTS	56,894.29 *	830,429.36 *	.00 *
	DISBURSEMENTS TO OR FOR BENEFICIARY			

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
10/16/97	C/C TO INTERNAL REVENUE SERVICE SS # 1996 1040 INDIVIDUAL TAX RETURN MARJORIE M. NUGENT	14,925.00-		
11/24/97	JEAN WHITESIDE TAX A/C ACCT #1 00000 ACCT# 1 00000 ACCT #1 00000 #00348- NUGENT	139.00-		
11/24/97	JEAN WHITESIDE TAX A/C ACCT# 000000 ACCT 1 000000 ACCT 1 000000 MAJORIE M NUGENT	2,185.05-		
11/24/97	JEAN WHITESIDE TAX A/C ACCT 000000 ACCT# 000000 ACCT 000000 MAJORIE M. NUGENT	44.82-		
	TOTAL BENEFICIARY DISBURSEMENTS	17,293.87-*	.00 *	.00 *

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/28/97	STEPHENS & JOHNSON OPER.	79.15		
12/01/97	FRANKLIN HIGH YIELD TAX-FREE INCOME FUND-CLASS II ACCT # INCOME DIVIDEND CK DTD 11-20-97	161.15		
12/01/97	OXY USA INC.	478.79		
12/01/97	CHEVRON U.S.A., INC.	46.65		
12/01/97	FOREST OIL CORPORATION	38.15		
12/02/97	BRG PETROLEUM, INC.	698.90		
12/03/97	COMSTOCK OIL & GAS, INC.	824.85		
12/05/97	GRIGSBY PETROLEUM INC	8.94		
12/08/97	PIONEER NATURAL RESOURCES	305.88		
12/08/97	ENSERCH EXPLORATION, INC.	35.88		
12/08/97	BROCK OIL AND GAS CORP.	317.81		

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
12/09/97	PHILLIPS PETROLEUM CO.	49.48		
12/11/97	REFUND OF OVERPAID TAXES TO TAX ASSESSOR COLLECTOR ELYSIAN FIELDS I.S.D.	13.94		
12/15/97	PIONEER NATURAL RESOURCES	325.81		
12/15/97	MONCRIEF ROYALTY ACCOUNT	93.94		
12/17/97	UNION OIL OF CALIFORNIA	179.54		
12/18/97	TIPPERARY OIL & GAS CORP	490.25		
12/22/97	MAYNARD OIL COMPANY	1,911.02		
12/22/97	CODAENERGY, INC.	148.59		
12/22/97	PHILLIPS PETROLEUM CO.	115.24		
12/22/97	PHILLIPS 66 COMPANY	29.68		
12/22/97	TITAN RESOURCES	9.16		
12/23/97	FINA OIL AND CHEMICAL CO.	1,116.87		

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE H NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/25/97	SEAGULL-MID SOUTH INC.	3,294.09		
11/26/97	MOBIL OIL CORPORATION	804.04		
11/26/97	SCURLOCK PERMIAN CORP.	130.78		
11/28/97	KSTIS KEMPER TX TAX-FREE INCOME FUND-B ACCT #2 INCOME DIVIDEND CK DTD 10-27-97	367.28		
11/28/97	FRANKLIN HIGH YIELD TAX-FREE INCOME FUND-CLASS II ACCT # INCOME DIVIDEND CK DTD 10-22-97	779.13		
11/28/97	KTIS KEMPER TX TAX-FREE INCOME FUND-B ACCT #1 INCOME DIVIDEND CK DTD 09-24-97	377.83		
11/28/97	VINTAGE PETROLEUM INC.	108.68		
11/28/97	EXXON COMPANY, U.S.A.	1,151.23		

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/17/97	PIONEER NATURAL RESOURCES	259.39		
11/20/97	FINA OIL AND CHEMICAL CO.	503.99		
11/20/97	HEADINGTON OIL COMPANY	40.17		
11/20/97	UNION PACIFIC RESOURCES	1,690.53		
11/20/97	NAVAJO CRUDE OIL CO.	124.98		
11/20/97	CHEVRON U.S.A., INC.	1,187.76		
11/20/97	EXXON COMPANY, U.S.A.	1,100.78		
11/20/97	UNION PACIFIC RESOURCES	214.33		
11/20/97	CODAENERGY, INC.	114.14		
11/20/97	UMC PETROLEUM CORPORATION	1.94		
11/20/97	SAHSON LONE STAR LTD PTN	29.93		
11/21/97	MAYNARD OIL COMPANY	3,073.28		
11/21/97	REIMBURSEMENT FROM COMSTOCK OIL J/B NETTED AGAINST REVENUE	182.00		

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
10/27/97	STEPHENS & JOHNSON OPER.	68.49		
10/27/97	OXY USA INC.	361.51		
10/28/97	PROCEEDS FROM COLONIAL (WIRE)		173,427.19	
10/28/97	A.G. EDWARDS & SONS, INC. CK #01181076 DATED 10/20/97 BRANCH #023, ACCT #		6,436.16	
10/29/97	VINTAGE PETROLEUM INC.	101.39		
10/30/97	WIRE RECEIVED FROM INVESTORS PORTFOLIOS INC GROUP		109,025.82	
10/31/97	WIRE RECEIVED FROM FRANKLIN GROUP OF FUNDS		211,762.43	
10/31/97	DUKE ENERGY FLD SER.	48.14		
10/31/97	J.L. DAVIS	29.47		
11/03/97	WIRE RECEIVED FROM FRANKLIN GROUP OF FUNDS		173,125.30	

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/03/97	MOBIL OIL CORPORATION	1,240.08		
11/03/97	BRG PETROLEUM, INC.	3,318.39		
11/03/97	COMSTOCK OIL & GAS, INC.	616.43		
11/04/97	ALTURA ENERGY LTD	30.41		
11/04/97	PIONEER NATURAL RESOURCES	285.71		
11/04/97	AMOCO PRODUCTION COMPANY	124.75		
11/04/97	UNION PACIFIC RESOURCES	666.43		
11/04/97	BRG PETROLEUM, INC.	789.12		
11/04/97	ENSERCH EXPLORATION, INC.	34.26		
11/05/97	WIRE RECEIVED FROM NORTHERN CHICAGO		149,673.74	
11/05/97	REDEPOSIT OF CHECK	186.75		
11/07/97	PIONEER NATURAL RESOURCES	248.16		
11/10/97	BROCK OIL AND GAS CORP.	337.58		

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
10/16/97	COLONIAL INVESTORS SERVICE CENTER ACCT # 7 TAX-EXEMPT FUND-A DIVIDEND CK DTD 9/4/97		767.46	
10/16/97	FIRST SOUTHWEST COMPANY CARTHAGE TX TAX & WM & SWR SYSTEM OBLIG 5.1% 08/15/04 8/15 INT CK DTD 8/15/97		2,295.00	
10/16/97	KSTIS KEMPER TX TAX-FREE INCOME FUND-B ACCT 1 INCOME DIVIDEND CK DTD 8/25/97		345.01	
10/16/97	FRANKLIN FEDERAL TAX-FREE INCOME FUND INC - CLASS I ACCT 1 INCOME DIVIDEND CK DTD 9/15/97		1,005.09	
10/20/97	CODAENERGY, INC.	125.56		
10/21/97	COLONIAL INVESTORS SERVICE CENTER ACCT # TAX-EXEMPT FUND-A DIVIDEND CK DTD 10/3/97	762.40		

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
10/21/97	FRANKLIN FEDERAL TAX-FREE INCOME FUND INC - CLASS I ACCT # INCOME DIVIDEND CK DTD 10/15/97	1,005.09		
10/21/97	FOREST OIL CORPORATION	71.58		
10/21/97	SPARTAN OPERATING CO. INC	118.61		
10/21/97	SNYDER OIL CORPORATION	202.08		
10/21/97	PIONEER NATURAL RESOURCES	282.45		
10/21/97	COMSTOCK OIL & GAS, INC.	387.94		
10/21/97	BROCK OIL AND GAS CORP.	305.98		
10/21/97	DEVON ENERGY CORPORATION	135.15		
10/21/97	UNION PACIFIC RESOURCES	1,517.31		
10/21/97	J.L. DAVIS	28.48		
10/27/97	SMK ENERGY CORPORATION	37.90		
10/27/97	EXXON COMPANY, U.S.A.	10.41		

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
	TYLER BANK AND TRUST, N.A. DTD 5-18-98, 8.50%, ORIG. AMT. \$245,000.00 PRIN/INT PYBL AT MATURITY DATE 8-17-98			
05/26/98	TO ESTABLISH LIABILITY			245,000.00-
07/02/98	TO REMOVE FROM BOOKS			245,000.00
	NOTE PAID IN FULL 7/2/98			
	TOTAL INTEREST PAID	.00 *	.00 *	.00 *
	MISCELLANEOUS RECEIPTS			
01/02/98	DRACO ENERGY, INC.	36.88		
01/02/98	J.L. DAVIS	39.02		
01/02/98	FREDONIA RESOURCES INC.	87.35		
01/05/98	COMSTOCK OIL & GAS, INC.	949.64		
01/05/98	UNION PACIFIC RESOURCES	1,912.54		
01/05/98	BRG PETROLEUM, INC.	1,495.22		
01/06/98	PIONEER NATURAL RES. USA	338.82		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
01/07/98	A G EDWARDS & SONS INC CK#01186609 MAJORIE M NUGENT #1		2,452.93	
01/08/98	ALTURA ENERGY LTD	36.35		
01/08/98	ODEGARD ENERGY INC.	52.43		
01/08/98	NAVAJO CRUDE OIL CO.	199.08		
01/08/98	HEADINGTON OIL COMPANY	53.09		
01/08/98	CLAYTON WILLIAMS ENERGY	79.11		
01/08/98	WESTLAND OIL DEVELOPMENT	16.28		
01/08/98	WESTLAND OIL DEVELOPMENT	25.24		
01/08/98	BROCK OIL AND GAS CORP.	40.69		
01/08/98	FINA OIL AND CHEMICAL CO.	47.03		
01/08/98	HERD PRODUCING CO, INC.	30.94		
01/08/98	HOOPER & SONS INVESTMENTS	29.35		
01/08/98	UNION PACIFIC RESOURCES	2,079.54		

TYLER BANK AND TRUST, N.A.

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DATE 07/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
05/14/98	PRORATED TAXES THRU 4/20/98		27.05-	
01/09/98	100.00 % INTEREST IN 1/3 OF 1/11 UND INTEREST IN 52 ACRES, W ENGLISH SVY A-194, NET 1.565 ACRES, PANOLA COUNTY, TEXAS RECEIVED			1.00
01/09/98	100.00 % INTEREST IN 1/3 OF 1/11 UND INT IN 92.25 ACRES M FAIN SVY A-202, NET 2.79 ACRES, PANOLA COUNTY, TEXAS RECEIVED			1.00
01/09/98	100.00 % INTEREST IN 1/3 OF 1/11 UND INT IN 92 ACRES, W. GILBERT SVY A-232, NET 2.788 ACRES, PANOLA COUNTY, TEXAS RECEIVED			1.00
01/09/98	100.00 % INTEREST IN 1/3 OF 1/11 UND INT IN 100 ACRES, B. JORDAN SVY A-348, NET 3.033 ACRES PANOLA COUNTY, TEXAS RECEIVED			1.00
	TOTAL REAL ESTATE ACQUISITIONS	.00 *	.00 *	122,506.00 *
	TOTAL REAL ESTATE DISPOSITIONS	.00 *	522,400.00 *	122,501.00 *
	TOTAL REAL ESTATE INCOME	625.00 *	.00 *	.00 *

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
	TOTAL REAL ESTATE EXPENSES	.00 *	31,712.23-*	.00 *
	CASH & EQUIVALENTS			
	DREYFUS GOVERNMENT CASH MANAGEMENT			
01/02/98	INT TO 12/31/97	3,719.11		
02/02/98	INT TO 01/31/98	3,776.78		
03/02/98	INT TO 02/28/98	3,509.74		
04/01/98	INT TO 03/31/98	3,961.96		
05/01/98	INT TO 04/30/98	3,816.54		
06/01/98	INT TO 05/31/98	2,249.38		
07/01/98	INT TO 06/30/98	1,048.44		
07/31/98	PURCHASES(81) 01/01/98 TO 07/31/98		970,059.16-	970,059.16
07/31/98	SALES (49) 01/01/98 TO 07/31/98		1,429,610.59	1,429,610.59-
	TOTAL CASH & EQUIVALENT ACQUISITIONS	.00 *	970,059.16-*	970,059.16 *
	TOTAL CASH & EQUIVALENT DISPOSITIONS	.00 *	1,429,610.59 *	1,429,610.59-*
	TOTAL INTEREST INCOME	22,081.95 *	.00 *	.00 *
	LIABILITIES			

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
	REAL ESTATE			
01/09/98	100.00 % INTEREST IN 42.844 ACRES, G. GRAVES SVY A-238, PANOLA COUNTY, TEXAS RECEIVED			1.00
01/09/98	100.00 % INTEREST IN 12.15 ACRES, A. MOORMAN SVY A427, 111 DIXIE LAKE WEST, CARTHAGE, TEXAS PANOLA COUNTY RECEIVED			1.00
06/26/98	PANOLA COUNTY ABSTRACT & TITLE CO FOR PURCHASER DONALD & AVA YOCUM SETTLEMENT CHARGES		400,000.00	1.00-
06/26/98			31,665.43-	
01/09/98	100.00 % INTEREST IN 14.66 ACRES, G. BOUCHER SVY A-77, PANOLA COUNTY RECEIVED			1.00
03/20/98	ALBERT BOREN FEED LOT CK #3208 PASTURE RENT FOR APRIL MAY JUNE	312.50		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER: 1

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
05/13/98	AJUST CV TO DOD VALUE			12,454.62
05/14/98	FIRST STATE BANK & TRUST CO. FOR PURCHASER ALBERT & ALICE BOREN		12,445.45	12,455.62-
05/14/98	PRORATED TAXES THRU 4/20/98		4.76-	
	100.00 % INTEREST IN 46.18 ACRES, S. FRANCIS SVY A-197, PANOLA COUNTY, TEXAS			
01/09/98	RECEIVED			1.00
05/13/98	AJUST CV TO DOD VALUE			39,235.02
05/14/98	FIRST STATE BANK & TRUST CO. FOR PURCHASER ALBERT & ALICE BOREN		39,203.99	39,236.02-
05/14/98	PRORATED TAXES THRU 4/20/98		14.99-	
	100.00 % INTEREST IN 83.34 ACRES, W. FRAZIER SVY A-209, PANOLA COUNTY, TEXAS			
01/09/98	RECEIVED			1.00
01/13/98	ALBERT BOREN	312.50		
	PASTURE RENT FOR JAN-FEB-MAR-1998			
05/13/98	AJUST CV TO DOD VALUE			70,807.36
05/14/98	FIRST STATE BANK & TRUST CO. FOR PURCHASER ALBERT & ALICE BOREN		70,750.56	70,808.36-

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
05/18/98	ADJUST CV TO DOD VALUE			201,883.00
05/20/98	SOLD 1925 SHARES		217,527.37	201,884.00-
	TRADED ON 05/15 @ \$113.125			
	SMITH BARNEY SHEARSON			
	LESS COMM 231 & EXP 7.26			
	MOBIL CORPORATION			
	COMMON STOCK			
05/14/98	RECEIVED 3336 SHARES			1.00
05/18/98	ADJUST CV TO DOD VALUE			248,423.00
05/20/98	SOLD 3336 SHARES		268,347.22	248,424.00-
	TRADED ON 05/15 @ \$80.563			
	CAPITAL INSTITUTIONAL SERVICES			
	LESS COMM 400.32 & EXP 8.96			
	SONAT INC			
	COMMON STOCK			
05/14/98	RECEIVED 88 SHARES			1.00
05/18/98	ADJUST CV TO DOD VALUE			4,069.00
05/20/98	SOLD 88 SHARES		3,731.87	4,070.00-
	TRADED ON 05/15 @ \$42.75			
	PRUDENTIAL-BACHE			
	LESS COMM 30 & EXP .13			
	TOTAL STOCK ACQUISITIONS	.00 *	.00 *	579,575.00 *
	TOTAL STOCK DISPOSITIONS	.00 *	634,861.61 *	579,573.00-*

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
	NOTES			
	BOBBY GEORGE BEASON, 7%, 4-15-04 ORIGINAL AMOUNT \$14,488.00 DATED 4-01-94 PAYABLE \$168.22 MONTHLY ON 15TH			
01/14/98	INTEREST TO 01/15/98	60.10		
01/14/98	PRINCIPAL PAYMENT		108.12	108.12-
02/26/98	INTEREST TO 02/15/98	59.47		
02/26/98	PRINCIPAL PAYMENT		108.75	108.75-
03/17/98	INTEREST TO 03/15/98	58.84		
03/17/98	PRINCIPAL PAYMENT		109.38	109.38-
04/20/98	INTEREST TO 04/15/98	58.20		
04/20/98	PRINCIPAL PAYMENT		110.02	110.02-
05/19/98	INTEREST TO 05/15/98	57.56		
05/19/98	PRINCIPAL PAYMENT		110.66	110.66-
06/16/98	INTEREST TO 06/15/98	56.91		
06/16/98	PRINCIPAL PAYMENT		111.31	111.31-
07/15/98	INTEREST TO 07/15/98	56.26		
07/15/98	PRINCIPAL PAYMENT		111.96	111.96-
	TOTAL NOTES PRINCIPAL PAYMENTS	.00 *	770.20 *	770.20~*
	TOTAL NOTES INTEREST PAYMENTS	407.34 *	.00 *	.00 *

TYLER BANK AND TRUST, N.A.

PAGE 8

DATE 07/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
05/19/98	ADJUST CV TO DOD VALUE			3,652.09
06/12/98	SOLD 75000 FACE VALUE		80,274.75	81,033.00-
	TRADED ON 06/09 @ \$107.033			
	CREWS & ASSOCIATES			
06/12/98	INTEREST ON SALE OF \$ 75,000	672.66		
	FNMA REMIC			
	9.50% DUE 02/25/2017			
	SERIES 1990-133 CLASS E			
01/16/98	ADJUST UNITS TO VALUE AT RECEIPT			
01/27/98	INT TO 01/25/98 ON 5,116.740	40.51		
01/27/98	PRINCIPAL PAYMENT		813.00	.16-
02/12/98	ADJUST CV TO PURCHASE PRICE			4,249.76
02/25/98	INT TO 02/25/98 ON 4,250.590	34.07		
02/25/98	PRINCIPAL PAYMENT		668.38	668.38-
03/17/98	INCREASE UNITS TO			
	REFLECT CORRECT BALANCE			
03/25/98	INT TO 03/25/98 ON 3,635.360	28.78		
03/25/98	PRINCIPAL PAYMENT		1,369.00	1,348.98-
04/24/98	INT TO 04/25/98 ON 2,266.360	17.94		
04/27/98	PRINCIPAL PAYMENT		2,168.12	2,138.43-
05/22/98	INT TO 05/25/98 ON 98.240	.78		
05/26/98	PRINCIPAL PAYMENT		98.25	96.80-
	U S SAVINGS BONDS SERIES EE			
	DTD 08/01/86 DUE 08/01/1996			
06/22/98	RECEIVED 60000 FACE VALUE			1.00
	TOTAL BOND ACQUISITIONS	.00 *	.00 *	174,909.16 *
	TOTAL BOND DISPOSITIONS	.00 *	178,163.50 *	174,911.15 *

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
	INCOME FROM BOND INTEREST	7,534.62 *	.00 *	.00 *
	PREFERRED STOCK			
06/22/98	CARTHAGE BANCSHARES INC. 8.0% CUMULATIVE PREFERRED STOCK RECEIVED 300 SHARES			1.00
	COMMON STOCK			
06/22/98	CARTHAGE BANCSHARES INC COMMON STOCK RECEIVED 6588 SHARES			1.00
	EXXON CORPORATION COMMON STOCK			
05/15/98	RECEIVED 2000 SHARES			1.00
05/18/98	ADJUST CV TO DOD VALUE			125,194.00
05/21/98	SOLD 2000 SHARES.		145,255.15	125,195.00-
	TRADED ON 05/18 @ \$72.75			
	SMITH BARNEY SHEARSON			
	LESS COMM 240 & EXP 4.85			
	LOCKHEED MARTIN CORPORATION COMMON STOCK			
05/14/98	RECEIVED 1925 SHARES			1.00

TYLER BANK AND TRUST, N.A.

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SUMMARY OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
CASH & EQUIVALENTS			
ACQUISITIONS		970,059.16-	970,059.16
DISPOSITIONS		1,429,610.59	1,429,610.59-
INCOME	22,081.95		
LIABILITIES			
INTEREST PAID			
MISCELLANEOUS RECEIPTS	119,621.21	289,353.61	
PAYMENTS TO OR FOR BENEFICIARIES	1,499.00-	304,163.19-	
TAX EXPENSES		1,458,383.00-	
FEES AND EXPENSES	7,744.70-	123,059.64-	
MISCELLANEOUS DISBURSEMENTS	41,233.28-	267,966.19-	
ENDING ACCOUNT BALANCES	134,831.25	134,831.25-	352,146.13

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
12/31/97	BEGINNING BALANCES	35,038.11	34,647.35-	812,462.75
	BONDS			
	CARTHAGE TX WATERWORKS AND SEWAGE GENERAL OBLIGATION BOND 5.10% DUE 08/15/2004			
02/12/98	ADJUST CV TO PURCHASE PRICE			89,626.40
02/13/98	INT TO 02/15/98 ON 90,000.	2,295.00		
06/12/98	SOLD 90000 FACE VALUE TRADED ON 06/09 @ \$103.08 MORGAN, KEEGAN & CO.		92,772.00	89,627.40-
06/12/98	INTEREST ON SALE OF \$ 90,000	1,491.75		
	CHICAGO IL O HARE AIRPORT REVENUE BOND 7.875% DUE ON 11/01/2025 AMERICAN AIRLINES PROJECT B			
02/12/98	ADJUST CV TO PURCHASE PRICE			77,379.91
05/01/98	INT TO 05/01/98 ON 75,000.	2,953.13		

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VOLUME

TYLER BANK AND TRUST, N.A.STATEMENT OF INVESTMENT POSITION
AS OF 07/31/98ACCOUNT NUMBER
ESTATE OF MARJORIE M NUGENT

PAGE 4

VALUATION STATEMENT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	CARRY VALUE /UNIT	TOTAL MARKET /UNIT	% OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	% OF YIELD MARKET VALUE
NONPRODUCING OIL AND GAS ASSETS *SUPPLEMENTAL SCHEDULE AVAILABLE*						
		DATE OF PRICE 00/00/00 *				
TOTAL EQUITY		\$6.00	\$6.00			
LOANS AND MORTGAGES						
1	BOBBY GEORGE BEASON, 7%, 4-15-04 ORIGINAL AMOUNT \$14,488.00 DATED 4-01-94 PAYABLE \$168.22 MONTHLY ON 15TH	\$9,532.79	\$9,532.79	2.28	\$667	7.00
* TOTAL REAL ESTATE *		\$9,538.79	\$9,538.79	2.28	\$667	6.99
* CASH AND EQUIVALENTS *						
342,604.34	DREYFUS GOVERNMENT CASH MANAGEMENT	\$342,604.34	\$342,604.34	81.84	\$18,312	5.34
	INCOME CASH	134,831.25	134,831.25	32.21		
	PRINCIPAL CASH	134,831.25-	134,831.25-	32.22-		
* TOTAL CASH AND EQUIVALENTS *		\$342,604.34	\$342,604.34	81.83	\$18,312	5.34
** TOTAL ASSETS **		\$352,146.13	\$418,649.13	100.00	\$78,978	18.86

*ALL PRICES AS OF STATEMENT DATE UNLESS OTHERWISE INDICATED

TYLER BANK AND TRUST, N.A.

PAGE 5

SUMMARY OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER: :

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
BEGINNING ACCOUNT BALANCES	35,038.11	34,647.35-	812,462.75
BONDS			
ACQUISITIONS			174,909.16
DISPOSITIONS		178,163.50	174,911.15-
INTEREST INCOME	7,534.62		
STOCKS			
ACQUISITIONS			579,575.00
DISPOSITIONS		634,861.61	579,573.00-
NOTES			
PRINCIPAL PAYMENTS		770.20	770.20-
INTEREST PAYMENTS	407.34		
REAL ESTATE			
ACQUISITIONS			122,506.00
DISPOSITIONS		522,400.00	122,501.00-
INCOME	625.00		
EXPENSES		31,712.23-	

TYLER BANK AND TRUST, N.A.

STATEMENT OF INVESTMENT POSITION
AS OF 07/31/98

ACCOUNT NUMBER
ESTATE OF MARJORIE M NUGENT

PAGE 2

VALUATION STATEMENT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	CARRY VALUE /UNIT	TOTAL MARKET /UNIT	% OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	% OF YIELD MARKET VALUE
* EQUITIES *						
COMMON STOCKS						
6,588	CARTHAGE BANCSHARES INC COMMON STOCK	\$1.00	\$1.00			
DATE OF PRICE 00/00/00 *						
* FIXED INCOME SECURITIES *						
GOVERNMENT OBLIGATIONS						
TREASURY & FEDERAL AGENCIES						
60,000	U S SAVINGS BONDS SERIES EE DTD 08/01/86 DUE 08/01/1996	\$1.00	\$66,504.00	15.89	\$59,999	90.22
110.84 DATE OF PRICE 07/01/98 *						
PREFERRED STOCKS NON-CONVERTIBLE						
300	CARTHAGE BANCSHARES INC. 8.0% CUMULATIVE PREFERRED STOCK	\$1.00	\$1.00			
DATE OF PRICE 00/00/00 *						
* TOTAL FIXED INCOME SECURITIES *		\$2.00	\$66,505.00	15.89	\$59,999	90.22
* REAL ESTATE *						
EQUITY						

TYLER BANK AND TRUST, N.A.

STATEMENT OF INVESTMENT POSITION
AS OF 07/31/98

ACCOUNT NUMBER
ESTATE OF MARJORIE M NUGENT

PAGE 3

VALUATION STATEMENT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	CARRY VALUE /UNIT	TOTAL MARKET /UNIT	% OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	% OF YIELD MARKET VALUE
1	100.00 % INTEREST IN 42.844 ACRES, G. GRAVES SVY A-238, PANOLA COUNTY, TEXAS	\$1.00	\$1.00			
			DATE OF PRICE 09/08/97 *			
1	100.00 % INTEREST IN 1/3 OF 1/11 UND INTEREST IN 52 ACRES, W ENGLISH SVY A-194, NET 1.575 ACRES, PANOLA COUNTY, TEXAS	1.00	1.00			
			DATE OF PRICE 09/08/97 *			
1	100.00 % INTEREST IN 1/3 OF 1/11 UND INT IN 92.25 ACRES M FAIN SVY A-202, NET 2.79 ACRES, PANOLA COUNTY, TEXAS	1.00	1.00			
			DATE OF PRICE 09/08/97 *			
1	100.00 % INTEREST IN 1/3 OF 1/11 UND INT IN 92 ACRES, W. GILBERT SVY A-232, NET 2.788 ACRES, PANOLA COUNTY, TEXAS	1.00	1.00			
			DATE OF PRICE 09/08/97 *			
1	100.00 % INTEREST IN 1/3 OF 1/11 UND INT IN 100 ACRES, B. JORDAN SVY A-348, NET 3.033 ACRES PANOLA COUNTY, TEXAS	1.00	1.00			
			DATE OF PRICE 09/08/97 *			
1	100.00 % INTEREST IN	1.00	1.00			

TYLER BANK AND TRUST, N.A.

JC HRP

ESTATE OF MARJORIE M NUGENT

INVESTMENT & TRANSACTION STATEMENT
01/01/98 THRU 07/31/98

ACCOUNT COPIES

IF YOU HAVE ANY QUESTIONS CONCERNING THIS STATEMENT,
PLEASE CALL OR WRITE JEFF CHEAVENS (903) 535-4356

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TYLER BANK AND TRUST, N.A.

01

STATEMENT OF ASSETS AND LIABILITIES AS OF 07/31/98

ACCOUNT NUMBER :
ESTATE OF MARJORIE M NUGENT

PAGE 1

SUMMARY STATEMENT

	CARRY VALUE	TOTAL MARKET	OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	YIELD MARKET VALUE
EQUITIES	\$1.00	\$1.00	.00	\$0	.00
FIXED INCOME SECURITIES					
GOVERNMENT OBLIGATIONS					
TREASURY & FEDERAL AGENCIES	\$1.00	\$66,504.00	15.89	\$59,999	90.22
PREFERRED STOCKS NONCONVERTIBLE	\$1.00	\$1.00	.00	\$0	.00
TOTAL FIXED INCOME SECURITIES	\$2.00	\$66,505.00	15.89	\$59,999	90.22
REAL ESTATE					
EQUITY	\$6.00	\$6.00	.00	\$0	.00
LOANS AND MORTGAGES	\$9,532.79	\$9,532.79	2.28	\$667	7.00
TOTAL REAL ESTATE	\$9,538.79	\$9,538.79	2.28	\$667	6.99
CASH & EQUIVALENTS	\$342,604.34	\$342,604.34	81.83	\$18,312	5.34
TOTAL ASSETS	\$352,146.13	\$418,649.13	100.00	\$78,978	18.86

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
11/20/97	RM NUGENT ACCT # SOUTHWESTERN BELL TELEPHONE	26.47-		
12/19/97	RM NUGENT ACCT # SOUTHWESTERN BELL TELEPHONE	26.47-		
11/18/97	R M NUGENT ACCT # 111 DIXIE LAKE WEST SOUTHWESTERN BELL TELEPHONE	28.77-		
12/17/97	R M NUGENT ACCT # 111 DIXIE LAKE WEST SOUTHWESTERN BELL TELEPHONE	28.77-		
12/26/97	MONITOR 111 DIXIE LAKE WEST CUSTOMER #0010368 CABLER SECURITY	49.92-		
	TOTAL MISCELLANEOUS DISBURSEMENTS	17,997.37-*	14,109.65-*	.00 *
	TRANSFERS			
10/28/97	TRANSFER INCOME TO PRINCIPAL PYMTS MADE FROM PRIN 10/1, 10/3	453.05-	453.05	
10/28/97	TRANSFER PRINCIPAL TO INCOME DIVIDENDS DEPOSITED TO PRIN 10/16	6,978.72	6,978.72-	
	TOTAL TRANSFERS	6,525.67 *	6,525.67-*	.00 *
12/31/97	ENDING BALANCES	35,038.11 **	34,647.35-**	812,462.75 **

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER: :

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
12/11/97	DIVISION ORDER PROCESSING FEE COMSTOCK OIL DAVIS OG-59	15.00-		
12/12/97	DIVISION ORDER PROCESSING FEE W.A. MONCRIEF CAPPS OG-46	15.00-		
12/12/97	DIVISION ORDER PROCESSING FEE COMSTOCK OIL ALLEN OG-60	15.00-		
12/12/97	PANOLA COUNTY CLERK OBAIN CERTIFIED COPIES	57.00-		
12/19/97	MIDLAND COUNTY 1996 AD VALOREM TAXES	45.18-		
12/19/97	ANDREWS INDEPENDENT SCHOOL & CITY OF ANDREWS	152.25-		
12/19/97	TAX ASSESSOR COLLECTOR 1997 AD VALOREM TAXES	45.33-		

TYLER BANK AND TRUST, N.A.

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
12/23/97	SCURRY COUNTY CLERK RECORDING FEE	37.00-		
12/23/97	WINKLER COUNTY CLERK RECORDING FEE	37.00-		
12/23/97	RANKIN COUNTY CHANCERY CLERK RECORDING FEES	7.00-		
12/24/97	COMSTOCK OIL & GAS CORP. OWNER NO. 13729 INV 97-11-2479/2482	329.10-		
12/24/97	COMSTOCK OIL & GAS CORP. OWNER NO. 13729	225.08-		
12/24/97	TIPPERARY OIL & GAS CORP. OWNER NO. 6323 STMT DATE 11-30-97	46.62-		
11/10/97	R M NUGENT - 111 W DIXIE LAKE ACCT #517717689-7	149.25-		
12/11/97	SOUTHWESTERN ELECTRIC POWER COMPANY R M NUGENT - 111 W DIXIE LAKE ACCT #517717689-7 SOUTHWESTERN ELECTRIC POWER COMPANY	180.99-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 12/31/97

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
12/08/97	DIVISION ORDER PROCESSING FEE FOREST OIL GRAYLING OG-80	15.00-		
12/10/97	JOHN SAULS APPRAISAL OF MAJORIE M NUGENT ESTATE		1,500.00-	
12/10/97	DIVISION ORDER PROCESSING FEE PENNZOIL EXPLORATION- LOVETT OG-36	15.00-		
12/10/97	DIVISION ORDER PROCESSING FEE PENNZOIL EXPLORATION J.O. COX OG-96	15.00-		
12/10/97	DIVISION ORDER PROCESSING FEE PENNZOIL EXPLORATION WILSON OG-98	15.00-		

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DATE 12/31/97

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
12/10/97	DIVISION ORDER PROCESSING FEE PENNZOIL EXPLORATION HALL OG-45	15.00-		
12/10/97	DIVISION ORDER PROCESSING FEE SUN REFINING- FASKEN WELL OG-79	15.00-		
12/11/97	TYLER BANK & TRUST, N.A. REIMBURSEMENT FOR TRAVEL EXP RE TRUST REAL EST MGMT	45.68-		
12/11/97	DIVISION ORDER PROCESSING FEE SUN REFINING REVILO GLORietta OG-35	15.00-		
12/11/97	DIVISION ORDER PROCESSING FEE PHILLIPS PETROLEUM INGRAM OG-95	15.00-		

DATE 07/31/98

ADMINISTRATIVE OFFICER: JC

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STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
02/12/98	JOHN W NOBLE PROFESSIONAL SERVICES 01/09/98 TO 02/06/98 ESTATE OF MARJORIE M NUGENT		805.00-	
03/16/98	JOHN W NOBLE PROFESSIONAL SERVICES 2/10/98 - 3/3/98 ESTATE OF MARJORIE M NUGENT		885.00-	
04/03/98	JOHN W NOBLE PROFESSIONAL SERVICE 3-6-98 TO 3-31-98 MARJORIE M NUGENT		1,135.00-	
04/22/98	COGHLAN CROWSON FITZPATRICK INV #980429 R M AND MAJORIE NUGENT ESTATE IN PANOLA COUNTY TEXAS		273.90-	
05/08/98	JOHN W NOBLE PROFESSIONAL SERVICES THRU 4/30/98 ESTATE OF MARJORIE M NUGENT		2,100.00-	
05/11/98	HOWARD P. COGHLAN LEGAL FEES	95.70-		

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
07/22/98	SEAGULL-MID SOUTH INC.	1,579.69		
07/22/98	SCURLOCK PERMIAN CORP.	28.68		
07/23/98	PHILLIPS PETROLEUM CO.	157.24		
07/23/98	CHISOS OPERATING, INC.	214.69		
07/27/98	EXXON COMPANY, U.S.A.	849.96		
07/27/98	OXY USA INC.	295.09		
07/27/98	MOBIL OIL CORPORATION	892.02		
07/28/98	STEPHENS & JOHNSON OPER.	43.51		
07/28/98	UNION PACIFIC RESOURCES	87.24		
07/28/98	PENNZOIL EXPL & PROD CO.	102.41		
07/29/98	HEADINGTON OIL COMPANY	81.55		
07/29/98	CLAYTON WILLIAMS ENERGY	29.93		
07/30/98	BASS ENTERPRISES PROD.	59.40		

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DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
07/30/98	HOOVER & SONS INVESTMENTS	8.56		
07/30/98	VINTAGE PETROLEUM INC.	100.57		
	TOTAL MISCELLANEOUS RECEIPTS	119,621.21 *	289,353.61 *	.00 *
	DISBURSEMENTS TO OR FOR BENEFICIARY			
03/17/98	C/C INTERNAL REVENUE SERVICE TAX PAYER ID # 1996 ADDITIONAL TAX DUE MARJORIE M NUGENT		1,833.67-	
05/12/98	FUNDS WIRE TO CHASE MANHATTAN NYC ABA # ----- FBO SMITH BARNEY INC ACCT # ----- FOR FURTHER CREDIT ACCT # TB&T IND EXEC OF MARJORIE NUGENT	1,499.00-	302,329.52-	
	TOTAL BENEFICIARY DISBURSEMENTS	1,499.00-*	304,163.19-*	.00 *
	TAX EXPENSE			
04/14/98	INTERNAL REVENUE SERVICE TAX PAYER ID # 1041 ESTIMATE AND EXTENSION TAX PAYER ID #		5,000.00-	

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ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
06/30/98	HERD PRODUCING CO, INC.	65.23		
06/30/98	PENNZOIL EXPL & PROD CO.	14,999.12		
07/01/98	CHEVRON U.S.A., INC.	259.00		
07/02/98	COMSTOCK OIL & GAS, INC.	754.69		
07/02/98	PIONEER NATURAL RESOURCES	233.93		
07/03/98	UNION PACIFIC RESOURCES	1,808.56		
07/06/98	DEVON ENERGY CORPORATION	91.76		
07/06/98	BROCK OIL AND GAS CORP.	350.20		
07/07/98	SETTLEMENT PROCEEDS FROM OXY USA CAUSE NO. 1997-015 PANOLA CO, TX	41.29		
07/13/98	MONCRIEF ROYALTY ACCOUNT	142.14		
07/15/98	ARKANSAS BEST INSURANCE CORP CK#6100- MARJORIE NUGENT ESTATE REFUND ON POL#WPA641266		890.24	

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DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
07/16/98	PIONEER NATURAL RESOURCES	173.89		
07/17/98	SOUTHWESTERN BELL TELEPHONE REFUND OF CREDIT #903-693-8751 R M NUGENT		7.79	
07/17/98	SOUTHWESTERN BELL TELEPHONE REFUND OF CREDIT #903-693-6853 R M NUGENT		8.19	
07/20/98	TIPPERARY OIL & GAS CORP	140.87		
07/20/98	CODAENERGY, INC.	86.75		
07/20/98	REIMBURSEMENT FROM COMSTOCK OIL & GAS DAVIS 4-X JIB CHARGED IN ERROR	20,063.86		
07/21/98	SMITH BARNEY CK #624 55074 ESTATE OF MARJORIE M NUGENT 3-020 DTD 7/15/98		2,735.34	
07/22/98	MAYNARD OIL COMPANY	1,544.49		
07/22/98	FINA OIL AND CHEMICAL CO.	463.05		

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ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
06/03/98	PIONEER NATURAL RESOURCES	224.87		
06/12/98	LEASE BONUS 3YR PU LSE TO PLATINUM EXPLORATION, INC.	1,222.50		
06/12/98	BROCK OIL AND GAS CORP.	276.72		
06/17/98	PIONEER NATURAL RESOURCES	157.24		
06/18/98	AMERICAN TRADING & PROD.	.79		
06/18/98	UNION OIL OF CALIFORNIA	280.94		
06/19/98	MAYNARD OIL COMPANY	1,442.26		
06/19/98	TIPPERARY OIL & GAS CORP	143.32		
06/22/98	CODAENERGY, INC.	81.54		
06/22/98	FINA OIL AND CHEMICAL CO.	442.35		
06/22/98	LANTERN PETROLEUM	2.07		
06/22/98	SEAGULL-MID SOUTH INC.	1,159.10		

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STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
06/23/98	SCURLOCK PERMIAN CORP.	36.93		
06/23/98	NAVAJO CRUDE OIL CO.	120.49		
06/25/98	SETTLEMENT PROCEEDS FROM CHEVRON CAUSE NO. 95-08680-A \$8.91 & 2.89	11.80		
06/25/98	SUN REFINING & MARKETING	36.90		
06/26/98	STEPHENS & JOHNSON OPER.	45.64		
06/26/98	NAVAJO CRUDE OIL CO.	130.56		
06/29/98	OXY USA INC.	291.55		
06/29/98	HEADINGTON OIL COMPANY	95.73		
06/29/98	EXXON COMPANY, U.S.A.	1,528.60		
06/29/98	MOBIL OIL CORPORATION	896.97		
06/29/98	VINTAGE PETROLEUM INC.	95.34		
06/29/98	UNION PACIFIC RESOURCES	116.47		

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STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
05/22/98	CODAENERGY, INC.	79.06		
05/22/98	SEAGULL-MID SOUTH INC.	377.38		
05/22/98	ALTURA ENERGY LTD	25.51		
05/26/98	EXXON COMPANY, U.S.A.	1,096.16		
05/26/98	MOBIL OIL CORPORATION	603.71		
05/26/98	UNION PACIFIC RESOURCES	78.93		
05/26/98	FINA OIL AND CHEMICAL CO.	478.07		
05/26/98	SCURLOCK PERMIAN CORP.	42.57		
05/27/98	PENNZOIL EXPL & PROD CO.	327.41		
05/27/98	VINTAGE PETROLEUM INC.	94.96		
05/27/98	SAMSON LONE STAR LTD PTN	28.34		
05/28/98	HEADINGTON OIL COMPANY	86.74		
05/28/98	STEPHENS & JOHNSON OPER.	54.97		

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STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
05/29/98	DRACO ENERGY, INC.	22.30		
05/29/98	OXY USA INC.	279.51		
06/01/98	DEVON ENERGY CORPORATION	80.07		
06/01/98	COMSTOCK OIL & GAS, INC.	704.81		
06/01/98	CHEVRON U.S.A., INC.	213.36		
06/01/98	GRIGSBY PETROLEUM INC	26.31		
06/01/98	ENSERCH EXPLORATION, INC.	26.98		
06/01/98	DUKE ENERGY FLD SER.	29.34		
06/01/98	SNYDER OIL CORPORATION	205.94		
06/02/98	UNION PACIFIC RESOURCES	1,885.01		
06/03/98	BRG PETROLEUM, INC.	1,417.02		
06/03/98	J.L. DAVIS	37.17		

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STATEMENT OF ACCOUNT

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ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
04/24/98	SUN REFINING & MARKETING	41.94		
04/27/98	MOBIL OIL CORPORATION	529.95		
04/27/98	UNION PACIFIC RESOURCES	84.37		
04/27/98	OXY USA INC.	253.34		
04/27/98	PENNZOIL EXPL & PROD CO.	638.03		
04/28/98	STEPHENS & JOHNSON OPER.	54.46		
04/29/98	VINTAGE PETROLEUM INC.	70.84		
04/29/98	EXXON COMPANY, U.S.A.	862.28		
04/30/98	CLAYTON WILLIAMS ENERGY	46.46		
05/01/98	CHEVRON U.S.A., INC.	507.81		
05/01/98	PIONEER NATURAL RESOURCES	217.59		
05/04/98	SNYDER OIL CORPORATION	172.53		
05/04/98	DEVON ENERGY CORPORATION	122.11		

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STATEMENT OF ACCOUNT

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ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
05/04/98	BRG PETROLEUM, INC.	623.12		
05/04/98	UNION PACIFIC RESOURCES	1,684.07		
05/05/98	CHECK REC'D FROM PENNZOIL FOR CREDIT BALANCE ON J/B	470.18		
05/12/98	BROCK OIL AND GAS CORP.	312.14		
05/15/98	KABCO OIL & GAS COMPANY	27.55		
05/18/98	PIONEER NATURAL RESOURCES	188.78		
05/18/98	TEXAS INDEPENDENT OPERAT.	49.06		
05/19/98	PROMISSORY NOTE FROM TB&T TO PAY TAXES		245,000.00	
05/19/98	TIPPERARY OIL & GAS CORP	162.16		
05/19/98	BROCK OIL AND GAS CORP.	449.18		
05/20/98	MAYNARD OIL COMPANY	1,518.02		

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
03/30/98	EXXON COMPANY, U.S.A.	1,084.78		
03/31/98	CHECK REC'D FROM UNION PACIFIC DAMAGES FOR CONSTRUCTIN OF PIPELINE CGU 112-8 PANOLA CO OG-64		2,030.00	
03/31/98	UNION PACIFIC RESOURCES	73.74		
03/31/98	HERD PRODUCING CO, INC.	93.23		
04/01/98	STEPHENS & JOHNSON OPER.	50.76		
04/02/98	COMSTOCK OIL & GAS, INC.	667.89		
04/02/98	PIONEER NATURAL RESOURCES	228.50		
04/03/98	SNYDER OIL CORPORATION	1,396.07		
04/03/98	BRG PETROLEUM, INC.	808.23		
04/03/98	DEVON ENERGY CORPORATION	157.40		
04/03/98	ENSERCH EXPLORATION, INC.	28.28		

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STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
04/06/98	SPARTAN OPERATING CO. INC	100.59		
04/06/98	UNION PACIFIC RESOURCES	1,138.57		
04/06/98	BROCK OIL AND GAS CORP.	412.84		
04/16/98	PIONEER NATURAL RESOURCES	155.89		
04/21/98	TIPPERARY OIL & GAS CORP	115.87		
04/22/98	ALTURA ENERGY LTD	25.53		
04/22/98	SEAGULL-MID SOUTH INC.	317.75		
04/22/98	GENESIS CRUDE OIL, L.P.	27.34		
04/22/98	FINA OIL AND CHEMICAL CO.	314.74		
04/22/98	PHILLIPS PETROLEUM CO.	134.32		
04/23/98	SCURLOCK PERMIAN CORP.	35.30		
04/23/98	MAYNARD OIL COMPANY	1,387.07		
04/23/98	CODAENERGY, INC.	89.02		

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ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
03/09/98	J.L. DAVIS	26.59		
03/12/98	ALLSTATE INDEMNITY COMPANY CK #0031989371 DATED 02-11-98 TO REPLACE CK #0031979126 MAJORIE NUGENT ACCT #		33.90	
03/16/98	SETTLEMENT PROCEEDS FROM CHEVRON CAUSE NO. 95-08680-A	63.79		
03/16/98	TEXAS INDEPENDENT OPERAT.	61.25		
03/16/98	WESTLAND OIL DEVELOPMENT	26.61		
03/16/98	PIONEER NATURAL RESOURCES	199.34		
03/17/98	TEXAS INDEPENDENT OPERAT.	31.60		
03/18/98	UNCLAIMED MONEY REC'D FROM STATE COMPTROLLER, AUSTIN	197.58		
03/19/98	TIPPERARY OIL & GAS CORP	149.35		
03/20/98	UNCLAIMED MONEY REC'D FROM STATE COMPTROLLER, AUSTIN	41.95		

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ACCOUNT NUMBER: :

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
03/20/98	SPARTAN OPERATING CO. INC	117.43		
03/20/98	SPARTAN OPERATING CO. INC	102.90		
03/20/98	CODAENERGY, INC.	108.05		
03/23/98	FINA OIL AND CHEMICAL CO.	461.27		
03/24/98	MAYNARD OIL COMPANY	2,287.07		
03/25/98	SCURLOCK PERMIAN CORP.	39.91		
03/26/98	F.W. RABALAIS, INC.	29.59		
03/27/98	SEAGULL-MID SOUTH INC.	418.75		
03/27/98	OXY USA INC.	338.70		
03/27/98	VINTAGE PETROLEUM INC.	94.53		
03/27/98	MOBIL OIL CORPORATION	477.95		
03/30/98	PENNZOIL EXPL & PROD CO.	1,094.49		

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ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
02/23/98	MAYNARD OIL COMPANY	1,578.13		
02/23/98	FINA OIL AND CHEMICAL CO.	476.23		
02/23/98	MORRIS CANNAN, TRUSTEE	24.49		
02/23/98	SCURLOCK PERMIAN CORP.	55.60		
02/25/98	SUN REFINING & MARKETING	49.15		
02/25/98	NAVAJO CRUDE OIL CO.	187.32		
02/27/98	SAMSON PRODUCTION SERVICE	29.00		
02/27/98	EXXON COMPANY, U.S.A.	1,197.78		
02/27/98	OXY USA INC.	417.48		
02/27/98	UNION PACIFIC RESOURCES	28.48		
02/27/98	HEADINGTON OIL COMPANY	29.77		
02/27/98	VINTAGE PETROLEUM INC.	121.38		
02/27/98	MOBIL OIL CORPORATION	573.03		

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STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
03/02/98	STEPHENS & JOHNSON OPER.	57.05		
03/02/98	DEVON ENERGY CORPORATION	298.30		
03/02/98	DUKE ENERGY FLD SER.	26.22		
03/02/98	CHEVRON U.S.A., INC.	287.47		
03/02/98	COMSTOCK OIL & GAS, INC.	755.09		
03/02/98	UNION PACIFIC RESOURCES	1,439.96		
03/03/98	CLASS ACTION SUIT SETTLEMENT FROM SONAT EXPLORATION OG-59	275.44		
03/04/98	BRG PETROLEUM, INC.	970.54		
03/04/98	PIONEER NATURAL RESOURCES	252.52		
03/09/98	BROCK OIL AND GAS CORP.	386.55		

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ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
01/27/98	OXY USA INC.	624.09		
01/27/98	MOBIL OIL CORPORATION	703.91		
01/27/98	UNION PACIFIC RESOURCES	144.37		
01/27/98	MARATHON OIL COMPANY	12.09		
01/28/98	VINTAGE PETROLEUM INC.	136.66		
02/02/98	UNION PACIFIC RESOURCES	2,259.93		
02/02/98	CHEVRON U.S.A., INC.	489.12		
02/02/98	ENSERCH EXPLORATION, INC.	37.92		
02/02/98	COMSTOCK OIL & GAS, INC.	934.47		
02/02/98	BRG PETROLEUM, INC.	1,158.90		
02/02/98	DEVON ENERGY CORPORATION	428.49		
02/02/98	STEPHENS & JOHNSON OPER.	66.08		
02/06/98	PIONEER NATURAL RESOURCES	295.38		

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ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
02/09/98	BROCK OIL AND GAS CORP.	472.08		
02/09/98	FINA OIL AND CHEMICAL CO.	1.03		
02/11/98	PROCEEDS FROM ESTATE SALE OF \$51,707.45 LESS \$15,512.23 JOHN R SAULS COMMISSION OF 30%		36,195.22	
02/13/98	SETTLEMENT PROCEEDS FROM CHEVRON- CAUSE NO. 95-08680-A	.06		
02/17/98	PIONEER NATURAL RESOURCES	223.40		
02/19/98	TIPPERARY OIL & GAS CORP	150.27		
02/20/98	CODAENERGY, INC.	112.68		
02/23/98	FINA OIL AND CHEMICAL CO.	4.47		
02/23/98	ALTURA ENERGY LTD	33.44		
02/23/98	TEXAS INDEPENDENT OPERAT.	160.99		
02/23/98	SEAGULL-MID SOUTH INC.	526.65		

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ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
01/08/98	PROSPECTIVE INV. & TR. CO	23.78		
01/08/98	HEADLINE RESOURCES, INC.	50.79		
01/13/98	BROCK OIL AND GAS CORP.	447.05		
01/16/98	PIONEER NATURAL RESOURCES	348.64		
01/20/98	CODAENERGY, INC.	125.06		
01/20/98	UNION OIL OF CALIFORNIA	129.82		
01/20/98	TIPPERARY OIL & GAS CORP	188.29		
01/22/98	LANTERN PETROLEUM	1.09		
01/22/98	UNION PACIFIC RESOURCES	286.01		
01/22/98	UNION PACIFIC RESOURCES	39.49		
01/22/98	MARATHON OIL COMPANY	.36		
01/22/98	TEXONA ACQUISITION CO.	12.44		
01/22/98	PRIDE PIPELINE COMPANY	47.89		

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
01/22/98	AMERICAN TRADING & PROD.	.54		
01/22/98	TOTAL PETROLEUM, INC.	12.15		
01/22/98	K N ENERGY, INC.	19.33		
01/22/98	F.W. RABALAIS, INC.	3.86		
01/22/98	SCURLOCK PERMIAN CORP.	51.53		
01/22/98	FINA OIL AND CHEMICAL CO.	576.66		
01/22/98	PHILLIPS PETROLEUM CO.	109.39		
01/22/98	HEADINGTON OIL COMPANY	24.93		
01/22/98	TO REVERSE ENTRY OF 12/19/97 MIDLAND COUNTY 1996 AD VALOREM TAXES	45.18		
01/23/98	SEAGULL-MID SOUTH INC.	626.28		
01/26/98	EXXON COMPANY, U.S.A.	1,407.50		
01/26/98	MAYNARD OIL COMPANY	1,811.03		

TYLER BANK AND TRUST, N.A.

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DATE 07/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
06/08/98	CHARLES C DICKERSON PROFESSIONAL SERVICES THRU 5/18/98 ESTATE OF MARJORIE M NUGENT		3,580.84-	
06/08/98	JOHN W NOBLE PROFESSIONAL SERVICES THRU 5/27/98 ESTATE OF MARJORIE M NUGENT		2,500.00-	
06/10/98	HENRY & PETERS PC PREP 1997 1041 - CLIENT #45570		15,800.00-	
06/17/98	PETERSON FARRIS DOORES & JONES LEGAL EXPENSES RE: MARJORIE NUGENT		9,003.31-	
06/18/98	EXECUTOR'S FEE		75,000.00-	
06/30/98	COGHLAN CROWSON FITZPATRICK & WESTBROOK, LLP LEGAL SERVICES RENDERED THRU 6/23/98 NUGENT ESTATE INV #980727		1,628.55-	
07/27/98	CHARLES DICKERSON PROFESSIONAL SERVICES 2/3/98 THRU 3/17/98 ESTATE OF MARJORIE NUGENT		5,779.29-	
	TOTAL FIDUCIARY FEES AND EXPENSES	7,744.70-*	123,059.64-*	.00 *

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
	MISCELLANEOUS DISBURSEMENTS			
01/06/98	OIL & GAS INCOME COMMISSION	741.90-		
01/08/98	SUNWEST OPERATING CO LLC OWNER ID: NUGEMM	55.03-		
01/13/98	PENNZOIL EXPL AND PROD COMPANY OWNER 065463-01 INVOICE #9711J0536	190.94-		
01/13/98	PENNZOIL EXPL AND PROD COMPANY OWNER 065463-01 INVOICE #9710J0545	505.02-		
01/13/98	UNION PACIFIC RESOURCES COMPANY OWNER NO. 415555 INVOICE NO. 11-AR-6080	483.08-		
01/13/98	UNION PACIFIC RESOURCES COMPANY OWNER NO. 415555 INVOICE NO. 10-AR-6225	1,140.86-		
01/20/98	TIPPERARY OIL & GAS CORP. OWNER NO. 6323 STHT DATE 11-15-97	46.62-		

TYLER BANK AND TRUST, N.A.

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DATE 07/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
01/23/98	TIPPERARY OIL & GAS CORP. OWNER NO. 6323 STMT DATE 12-31-97	35.87-		
01/23/98	SUNWEST OPERATING CO LLC OWNER ID: NUGEMM	53.07-		
01/23/98	UNION PACIFIC RESOURCES COMPANY OWNER NO. 415555 INVOICE NO. 12-AR-6479	360.53-		
01/26/98	HEADINGTON OIL COMPANY OWNER NO. 55551 INVOICE DTD 1-15-98	16.09-		
01/27/98	DIVISION ORDER PROCESSING FEE SPARTAN MOSS GO OG-127	15.00-		
01/27/98	DIVISION ORDER PROCESSING FEE SPARTAN LATHAM OG-127	15.00-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

PAGE 43

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
01/28/98	PECOS CO ASSESSOR 1997 AD VALOREM TAXES	814.08-		
01/28/98	ANDREWS COUNTY T/A 1997 AD VALOREM TAXES	54.42-		
01/28/98	UPTON CO. APPRAISAL 1997 AD VALOREM TAXES STATEMENT ID 14755	190.65-		
01/28/98	MARION COUNTY 1997 AD VALOREM TAXES	12.62-		
01/29/98	ARKANSAS BEST INSURANCE AGENCY ACCT FIRCAO-5 POL FS00300137 MARJORIE M NUGENT TRUST LIABILITY	47.00-		
02/02/98	BRADY WELDING SERVICE WELDING REPAIR ON ELECTRONIC GATE MARJORIE NUGENT ESTATE INV. #1975		75.00-	
02/03/98	OIL & GAS INCOME COMMISSION	1,078.91-		
02/06/98	CARTHAGE VETERINARY HOSPITAL MARJORIE NUGENT CLIENT ID #1124		218.53-	

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
02/10/98	COMSTOCK OIL & GAS CORP. OWNER NO. 13729 INV. #97-12-2377/81	1,707.67-		
02/11/98	MDR SERVICES INC REAL ESTATE APPRAISALS OF 42.844 ACRES, 144.118 ACRES & 111 DIXIE LAKE RD MARJORIE NUGENT CARTHAGE TEXAS		1,000.00-	
02/19/98	HEADINGTON OIL COMPANY OWNER NO. 55551 INVOICE DTD 2-12-98	28.97-		
02/24/98	UNION PACIFIC RESOURCES COMPANY OWNER NO. 415555 INVOICE NO. 01-AR-729127	234.07-		
02/24/98	PENNZOIL EXPL AND PROD COMPANY OWNER 065463-01 INVOICE #9712J0538	308.62-		
02/25/98	SUNWEST OPERATING CO LLC OWNER ID: NUGEMH	50.16-		

TYLER BANK AND TRUST, N.A.

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DATE 07/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
03/03/98	OIL & GAS INCOME COMMISSION	884.93-		
03/09/98	COMSTOCK OIL & GAS CORP. OWNER NO. 13729 INV. 898-01-2419/24	10,396.50-		
03/09/98	DIVISION ORDER PROCESSING FEE HEADINGTON OIL CO KITCHENS OG-47	15.00-		
03/09/98	DIVISION ORDER PROCESSING FEE DRACO ENERGY WM CLAY FOUNDATION OG-61	15.00-		
03/09/98	DIVISION ORDER PROCESSING FEE KABCO OIL CO FLOYD OG-75	15.00-		
03/09/98	DIVISION ORDER PROCESSING FEE ALTURA BECKEN OG-131	15.00-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
03/09/98	DIVISION ORDER PROCESSING FEE CLAYTON WILLIAMS WOOLWORTH OG-46	15.00-		
03/09/98	DIVISION ORDER PROCESSING FEE CLAYTON WILLIAMS CHADWICK OG-139	15.00-		
03/09/98	DIVISION ORDER PROCESSING FEE HERD PRODUCING SEIVALLY OG-51	15.00-		
03/10/98	DIVISION ORDER PROCESSING FEE GARY MOY COYANOSA OG-65	15.00-		
03/10/98	DIVISION ORDER PROCESSING FEE TOTAL PETROLEUM GOODWIN OG-11	15.00-		

TYLER BANK AND TRUST, N.A.

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DATE 07/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
03/10/98	DIVISION ORDER PROCESSING FEE MARATHON OIL CO MOISE CERG OG-120	15.00-		
03/12/98	DIVISION ORDER PROCESSING FEE MITCHELL ENERGY WHITE GAS UNIT OG-71	15.00-		
03/12/98	DIVISION ORDER PROCESSING FEE SAYDER OIL CO STATE GAS UNIT OG-42	15.00-		
03/13/98	DIVISION ORDER PROCESSING FEE LANTERN PETROLEUM HUMBLE OG-40	15.00-		
03/16/98	HEADINGTON OIL COMPANY OWNER NO. 55551 INVOICE DTD 3-10-98	12.75-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
03/16/98	PENNZOIL EXPL AND PROD COMPANY OWNER 065463-01 INVOICE #9801J0529	73.74-		
03/16/98	DIVISION ORDER PROCESSING FEE UNION PACIFIC MONTGOMERY OG-93	15.00-		
03/16/98	DIVISION ORDER PROCESSING FEE UNION PACIFIC LLOYD MOORE OG-92	15.00-		
03/16/98	DIVISION ORDER PROCESSING FEE UNION PACIFIC C.E. MOORE OG-91	15.00-		
03/16/98	DIVISION ORDER PROCESSING FEE UNION PACIFIC LASHLEY OG-90	15.00-		

TYLER BANK AND TRUST, N.A.

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DATE 07/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
03/16/98	DIVISION ORDER PROCESSING FEE UNION PACIFIC CAUDLE OG-89	15.00-		
03/16/98	DIVISION ORDER PROCESSING FEE UNION PACIFIC THOMAS OG-66	15.00-		
03/20/98	TINA ANDERS CAMPBELL CSR DEPOSITION OF JOE MOSIER INV #98-009 REGARDING CARTHAGE AVIATION		496.25-	
03/24/98	MAYNARD OIL COMPANY OWNER CODE: 614603 INVOICE #35287	267.10-		
03/24/98	TIPPERARY OIL & GAS CORP OWNER NO. 3363 STMT DATE 2-28-98	17.89-		
03/26/98	SUNWEST OPERATING CO LLC OWNER ID: NUGEMM	49.91-		
03/26/98	TIPPERARY OIL & GAS CORP. OWNER NO. 6323 STMT DATE 2-28-98	12.29-		

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PAGE 50

STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
04/02/98	OIL & GAS INCOME COMMISSION	1,378.35-		
04/07/98	COMSTOCK OIL AND GAS CORP. OWNER NO. 13729 INV #98022498/2503	9,440.29-		
04/08/98	PENNZOIL EXPL AND PROD COMPANY OWNER 065463-01 INVOICE 9802J0524	87.82-		
04/08/98	UNION PACIFIC RESOURCES COMPANY OWNER 415555 INVOICE 02-AR 4130	274.21-		
04/13/98	DIVISION ORDER PROCESSING FEE COMSTOCK DAVIS 06-59	15.00-		
04/13/98	DIVISION ORDER PROCESSING FEE UNION PACIFIC MONTGOMERY 06-93	15.00-		
04/13/98	DIVISION ORDER PROCESSING FEE SONAT EXPLORATION MOLLY DAVIS 06-59	15.00-		

TYLER BANK AND TRUST, N.A.

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DATE 07/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER: 1 ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
04/14/98	PANOLA COUNTY CLERK PHOTO COPIES	2.00-		
04/15/98	HEADINGTON OIL COMPANY OWNER NO. 55551 INVOICE DTD 4-8-98	12.52-		
04/15/98	PANOLA COUNTY CLERK PHOTOCOPIES	3.00-		
04/15/98	DIVISION ORDER PROCESSING FEE PENNZOIL PETROLEUM WOOLWORTH OG-46	15.00-		
04/20/98	PENNZOIL EXPL AND PROD COMPANY OWNER 065463-01 INVOICE #9803J0518	77.39-		
04/23/98	TIPPERARY OIL AND GAS CORP OWNER NO. 6323 STMNT DATE 3-31-98	23.09-		
04/23/98	SUNWEST OPERATIONG CO LLC OWNER ID: NUGEMM	56.52-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
04/27/98	MAYNARD OIL COMPANY OWNER CODE: 614603 INVOICE #35887/35888	318.46-		
05/04/98	OIL & GAS INCOME COMMISSION	1,265.31-		
05/07/98	COMSTOCK OIL & GAS CORP. OWNER NO. 13729 \$2,408.41 MINUS 1,813.42, \$157.63 DAVIS 4X, 98.12 CREDIT	339.24-		
05/07/98	BARRY D. ROBINSON OIL & GAS CONSULTING FEE	75.00-		
05/14/98	DIVISION ORDER PROCESSING FEE PENNZOIL EXPLORATION HANCOCK 06-139	15.00-		
05/14/98	SETTLEMENT CHARGES		2,765.66-	
05/14/98	SETTLEMENT CHARGES		4,991.12-	

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
05/14/98	SETTLEMENT CHARGES		877.97-	
05/21/98	CENTURY 21 CAIN AGENCY REIMBURSEMENT OF EXPENSES PAID FOR 111 DIXIE LAKE WEST LOCKSMITH AND MOWING		740.83-	
05/26/98	TIPPERARY OIL & GAS CORP. OWNER NO. 6323 STMT DATE 4/30/98	24.91-		
05/28/98	MAYNARD OIL COMPANY OWNER CODE: 614603 INVOICE #36448/36449	320.73-		
05/28/98	SUNWEST OPERATING CO LLC OWNER ID: NUGEMM	52.10-		
05/28/98	HEADINGTON OIL COMPANY OWNER NO. 55551 INVOICE DTD 5/11/98	12.12-		
05/28/98	DIVISION ORDER PROCESSING FEE PENNZOIL EXPLORATION WOOLWORTH OG-46	15.00-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
06/09/98	OIL & GAS INCOME COMMISSION	669.43-		
06/12/98	LEASE NEGOTIATION FEE PU LSE TO PLATINUM 1222.50 BONUS EXPLORATION, INC.	100.00-		
06/16/98	PENNZOIL EXPL AND PROD COMPANY OWNER 146275-01 INVOICE #9805J0522	87.51-		
06/16/98	DIVISION ORDER PROCESSING FEE MOBILE OIL ANDREWS 06-28	15.00-		
06/17/98	R M NUGENT JR REIMBURSE FOR MISC ESTATE EXPENSES		8,783.11-	
06/18/98	MURPHEY - THE JEWELER APPRAISALS FOR NUGENT ESTATE		414.60-	
06/19/98	MAYNARD OIL COMPANY OWNER CODE: 614603 INVOICE #37016	735.10-		

TYLER BANK AND TRUST, N.A.

PAGE 55

DATE 07/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
06/19/98	DIVISION ORDER PROCESSING FEE MOBIL OIL CO COLLINGS 06-22	15.00-		
06/24/98	TIPPERARY OIL & GAS CORP. OWNER NO. 6323 STMT DATE 5-31-98	49.82-		
06/24/98	SUNWEST OPERATING CO LLC OWNER ID: NUGEMM	49.61-		
06/24/98	HEADINGTON OIL COMPANY OWNER NO. 55551 INVOICE DTD 6-18-98	18.02-		
07/02/98	PAY OFF NOTE WITH TB&T		247,603.12-	
07/09/98	OIL & GAS INCOME COMMISSION	1,560.24-		
07/13/98	DIVISION ORDER PROCESSING FEE TITAN RESOURCES- HALEY 06-68	15.00-		

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
07/14/98	UNION PACIFIC RESOURCES COMPANY OWNER NO. 415555 INVOICE NO.	652.31-		
07/20/98	HEADINGTON OIL COMPANY OWNER NO. 55551 INVOICE DTD 06982233	13.06-		
07/20/98	CONSOLIDATED TAX SERVICE AD VALOREM TAX SERVICE FOR 1998	288.00-		
07/21/98	MAYNARD OIL COMPANY OWNER CODE: 614603 INVOICE #67571	391.10-		
07/21/98	TYLER BANK & TRUST, N.A. REIMBURSEMENT FOR TRAVEL EXP RE TRUST REAL EST MGMT	47.13-		
07/21/98	PENNZOIL EXPL AND PROD COMPANY OWNER 065463-01 INVOICE #9806J0514	84.23-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
07/21/98	DIVISION ORDER PROCESSING FEE DALLAS EXPLORATION CAPPS OG-46	15.00-		
07/22/98	TIPPERARY OIL & GAS CORP. OWNER NO. 6323 STMT DATE 6/30/98	8.28-		
07/23/98	DIVISION ORDER PROCESSING FEE PENNZOIL PETROLEUM CHADWICK OG-139	15.00-		
07/23/98	DIVISION ORDER PROCESSING FEE PENNZOIL CAPPS OG-46	15.00-		
07/24/98	DIVISION ORDER PROCESSING FEE UNION PACIFIC- PHILLIP ARLEDGE 06-74	15.00-		
07/27/98	SUNWEST OPERATING CO LLC OWNER ID: NUGEMM	58.98-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
01/13/98	R M NUGENT - 111 W DIXIE LAKE ACCT #517717689-7	223.57-		
02/12/98	SOUTHWESTERN ELECTRIC POWER COMPANY R M NUGENT - 111 W DIXIE LAKE ACCT #517717689-7	225.98-		
03/16/98	SOUTHWESTERN ELECTRIC POWER COMPANY R M NUGENT - 111 W DIXIE LAKE ACCT #517717689-7	282.40-		
04/15/98	SOUTHWESTERN ELECTRIC POWER COMPANY R M NUGENT - 111 W DIXIE LAKE ACCT #517717689-7	265.75-		
05/15/98	SOUTHWESTERN ELECTRIC POWER COMPANY R M NUGENT - 111 W DIXIE LAKE ACCT #517717689-7	281.23-		
06/17/98	SOUTHWESTERN ELECTRIC POWER COMPANY R M NUGENT - 111 W DIXIE LAKE ACCT #517717689-7	259.51-		
07/07/98	SOUTHWESTERN ELECTRIC POWER COMPANY R M NUGENT - 111 W DIXIE LAKE ACCT #517717689-7	238.54-		
01/20/98	RM NUGENT ACCT #903-693-6853-616-2 SOUTHWESTERN BELL TELEPHONE	26.47-		
02/18/98	RM NUGENT ACCT #903-693-6853-616-2 SOUTHWESTERN BELL TELEPHONE	26.47-		

TYLER BANK AND TRUST, N.A.**STATEMENT OF ACCOUNT**

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DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
03/16/98	RM NUGENT ACCT #903-693-6853-616-2 SOUTHWESTERN BELL TELEPHONE	27.35-		
04/20/98	RM NUGENT ACCT #903-693-6853-616-2 SOUTHWESTERN BELL TELEPHONE	26.47-		
05/15/98	RM NUGENT ACCT #903-693-6853-616-2 SOUTHWESTERN BELL TELEPHONE	33.02-		
06/18/98	RM NUGENT ACCT #903-693-6853-616-2 SOUTHWESTERN BELL TELEPHONE	32.48-		
01/16/98	R M NUGENT ACCT #903-693-8751-681-3 111 DIXIE LAKE WEST SOUTHWESTERN BELL TELEPHONE	28.77-		
02/18/98	R M NUGENT ACCT #903-693-8751-681-3 111 DIXIE LAKE WEST SOUTHWESTERN BELL TELEPHONE	30.75-		
03/16/98	R M NUGENT ACCT #903-693-8751-681-3 111 DIXIE LAKE WEST SOUTHWESTERN BELL TELEPHONE	29.65-		
04/20/98	R M NUGENT ACCT #903-693-8751-681-3 111 DIXIE LAKE WEST SOUTHWESTERN BELL TELEPHONE	28.77-		
05/15/98	R M NUGENT ACCT #903-693-8751-681-3 111 DIXIE LAKE WEST SOUTHWESTERN BELL TELEPHONE	28.77-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 07/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
06/18/98	R M NUGENT ACCT #903-693-8751-681-3 111 DIXIE LAKE WEST SOUTHWESTERN BELL TELEPHONE	29.90-		
01/29/98	MONITOR 111 DIXIE LAKE WEST CUSTOMER #0010368 CABLER SECURITY	24.96-		
02/27/98	MONITOR 111 DIXIE LAKE WEST CUSTOMER #0010368 CABLER SECURITY	24.96-		
03/31/98	MONITOR 111 DIXIE LAKE WEST CUSTOMER #0010368 CABLER SECURITY	24.96-		
04/30/98	MONITOR 111 DIXIE LAKE WEST CUSTOMER #0010368 CABLER SECURITY	24.96-		
05/28/98	MONITOR 111 DIXIE LAKE WEST CUSTOMER #0010368 CABLER SECURITY	24.96-		
06/29/98	MONITOR 111 DIXIE LAKE WEST CUSTOMER #0010368 CABLER SECURITY	24.96-		
	TOTAL MISCELLANEOUS DISBURSEMENTS	41,233.28-*	267,966.19-*	.00 *
07/31/98	ENDING BALANCES	134,831.25 **	134,831.25-**	352,146.13 **

TYLER BANK AND TRUST, N.A.

JC

HRP

ESTATE OF MARJORIE M NUGENT

INVESTMENT & TRANSACTION STATEMENT
08/01/98 THRU 08/31/98

ACCOUNT COPIES

IF YOU HAVE ANY QUESTIONS CONCERNING THIS STATEMENT,
PLEASE CALL OR WRITE JEFF CHEAVENS (903) 535-4356

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TYLER BANK AND TRUST, N.A.

01

STATEMENT OF INVESTMENT POSITION
AS OF 08/31/98ACCOUNT NUMBER
ESTATE OF MARJORIE M NUGENT

PAGE 1

SUMMARY STATEMENT

	CARRY VALUE	TOTAL MARKET	OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	YIELD MARKET VALUE
EQUITIES	\$1.00	\$1.00	.00	\$0	.00
FIXED INCOME SECURITIES					
GOVERNMENT OBLIGATIONS					
TREASURY & FEDERAL AGENCIES	\$1.00	\$67,848.00	15.26	\$59,999	88.43
PREFERRED STOCKS NONCONVERTIBLE	\$1.00	\$1.00	.00	\$0	.00
TOTAL FIXED INCOME SECURITIES	\$2.00	\$67,849.00	15.26	\$59,999	88.43
REAL ESTATE					
EQUITY	\$2.00	\$2.00	.00	\$0	.00
LOANS AND MORTGAGES	\$9,420.18	\$9,420.18	2.12	\$659	7.00
TOTAL REAL ESTATE	\$9,422.18	\$9,422.18	2.12	\$659	6.99
MISCELLANEOUS ASSETS	\$1.00	\$1.00	.00	\$0	.00
CASH & EQUIVALENTS	\$367,364.54	\$367,364.54	82.62	\$19,626	5.34
TOTAL ASSETS	\$376,790.72	\$444,637.72	100.00	\$80,284	18.06

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TYLER BANK AND TRUST, N.A.STATEMENT OF INVESTMENT POSITION
AS OF 08/31/98ACCOUNT NUMBER _____
ESTATE OF MARJORIE M NUGENT

PAGE 2

VALUATION STATEMENT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	CARRY VALUE /UNIT	TOTAL MARKET /UNIT	% OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	% OF YIELD MARKET VALUE
* EQUITIES *						
COMMON STOCKS						
6,588	CARTHAGE BANCSHARES INC COMMON STOCK	\$1.00	\$1.00			
DATE OF PRICE 00/00/00 *						
* FIXED INCOME SECURITIES *						
GOVERNMENT OBLIGATIONS						
TREASURY & FEDERAL AGENCIES						
60,000	U S SAVINGS BONDS SERIES EE DTD 08/01/86 DUE 08/01/1996	\$1.00	\$67,848.00 113.08	15.26	\$59,999	88.43
PREFERRED STOCKS NON-CONVERTIBLE						
300	CARTHAGE BANCSHARES INC. 8.0% CUMULATIVE PREFERRED STOCK	\$1.00	\$1.00			
DATE OF PRICE 00/00/00 *						
* TOTAL FIXED INCOME SECURITIES *		\$2.00	\$67,849.00	15.26	\$59,999	88.43
* REAL ESTATE *						
EQUITY						
1	100.00 % INTEREST IN	\$1.00	\$1.00			

TYLER BANK AND TRUST, N.A.

STATEMENT OF INVESTMENT POSITION
AS OF 08/31/98

ACCOUNT NUMBER -----
ESTATE OF MARJORIE M NUGENT

PAGE 3

VALUATION STATEMENT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	CARRY VALUE /UNIT	TOTAL MARKET /UNIT	% OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	% OF YIELD MARKET VALUE
	42.844 ACRES, G. GRAVES SVY A-238, PANOLA COUNTY, TEXAS					
				DATE OF PRICE 09/08/97 *		
1	100.00 % INTEREST IN NONPRODUCING OIL AND GAS ASSETS *SUPPLEMENTAL SCHEDULE AVAILABLE*	1.00	1.00			
				DATE OF PRICE 00/00/00 *		
	TOTAL EQUITY	\$2.00	\$2.00			---
	LOANS AND MORTGAGES					
1	BOBBY GEORGE BEASON, 7%, 4-15-04 ORIGINAL AMOUNT \$14,488.00 DATED 4-01-94 PAYABLE \$168.22 MONTHLY ON 15TH	\$9,420.18	\$9,420.18	2.12	\$659	7.00
	* TOTAL REAL ESTATE *	\$9,422.18	\$9,422.18	2.12	\$659	6.99
	* MISCELLANEOUS ASSETS *					
1	MISCELLEANOUS JEWELRY	\$1.00	\$1.00			
	* CASH AND EQUIVALENTS *					
367,324.02	DREYFUS GOVERNMENT CASH MANAGEMENT	\$367,324.02	\$367,324.02	82.61	\$19,626	5.34
	INCOME CASH	153,238.79	153,238.79	34.46		

TYLER BANK AND TRUST, N.A.

STATEMENT OF INVESTMENT POSITION
AS OF 08/31/98

ACCOUNT NUMBER
ESTATE OF MARJORIE M NUGENT

PAGE 4

VALUATION STATEMENT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	CARRY VALUE /UNIT	TOTAL MARKET /UNIT	% OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	% OF YIELD MARKET VALUE
	PRINCIPAL CASH	153,198.27-	153,198.27-	34.45-		
	* TOTAL CASH AND EQUIVALENTS *	\$367,364.54	\$367,364.54	82.62	\$19,626	5.34
	** TOTAL ASSETS **	\$376,790.72	\$444,637.72	100.00	\$80,284	18.06

*ALL PRICES AS OF STATEMENT DATE UNLESS OTHERWISE INDICATED

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TYLER BANK AND TRUST, N.A.

		SUMMARY OF ACCOUNT		PAGE 5
				DATE 08/31/98
ACCOUNT NUMBER:	ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT	ADMINISTRATIVE OFFICER: JC		
		INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
BEGINNING ACCOUNT BALANCES		134,831.25	134,831.25-	352,146.13
NOTES				
PRINCIPAL PAYMENTS			112.61	112.61-
INTEREST PAYMENTS	55.61			
REAL ESTATE				
DISPOSITIONS			2,145.00	4.00-
CASH & EQUIVALENTS				
ACQUISITIONS			33,661.08-	33,661.08
DISPOSITIONS			8,941.40	8,941.40-
INCOME	1,682.47			
SUNDRY				
ACQUISITIONS				1.00
MISCELLANEOUS RECEIPTS	29,628.06		6,228.36	
FEEES AND EXPENSES			2,133.31-	
MISCELLANEOUS DISBURSEMENTS	12,958.60-			
ENDING ACCOUNT BALANCES	153,238.79		153,198.27-	376,750.20

TYLER BANK AND TRUST, N.A.

PAGE 6

DATE 08/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
07/31/98	BEGINNING BALANCES	134,831.25	134,831.25-	352,146.13
	NOTES			
	BOBBY GEORGE BEASON, 7%, 4-15-04 ORIGINAL AMOUNT \$14,488.00 DATED 4-01-94 PAYABLE \$168.22 MONTHLY ON 15TH			
08/13/98	INTEREST TO 08/15/98	55.61		
08/13/98	PRINCIPAL PAYMENT		112.61	112.61-
	TOTAL NOTES PRINCIPAL PAYMENTS	.00 *	112.61 *	112.61-*
	TOTAL NOTES INTEREST PAYMENTS	55.61 *	.00 *	.00 *
	REAL ESTATE			
	100.00 % INTEREST IN 1/3 OF 1/11 UND INTEREST IN 52 ACRES, W ENGLISH SVY A-194, NET 1.575 ACRES, PANOLA COUNTY, TEXAS			
08/13/98	SALE TO MERRELL M RHODES		329.88	1.00-

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TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 08/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/13/98	100.00 % INTEREST IN 1/3 OF 1/11 UND INT IN 92.25 ACRES M FAIN SVY A-202, NET 2.79 ACRES, PANOLA COUNTY, TEXAS SALE TO MERRELL M RHODES		588.10	1.00-
08/13/98	100.00 % INTEREST IN 1/3 OF 1/11 UND INT IN 92 ACRES, W. GILBERT SVY A-232, NET 2.788 ACRES, PANOLA COUNTY, TEXAS SALE TO MERRELL M RHODES		587.69	1.00-
08/13/98	100.00 % INTEREST IN 1/3 OF 1/11 UND INT IN 100 ACRES, B. JORDAN SVY A-348, NET 3.033 ACRES PANOLA COUNTY, TEXAS SALE TO MERRELL M RHODES		639.33	1.00-
	TOTAL REAL ESTATE DISPOSITIONS	.00 *	2,145.00 *	4.00-*
	CASH & EQUIVALENTS			
08/03/98 08/31/98	DREYFUS GOVERNMENT CASH MANAGEMENT INT TO 07/31/98 PURCHASES(8) 08/01/98 TO 08/31/98	1,682.47	33,661.08-	33,661.08

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PAGE 8

STATEMENT OF ACCOUNT

DATE 08/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/31/98	SALES (6) 08/01/98 TO 08/31/98		8,941.40	8,941.40-
	TOTAL CASH & EQUIVALENT ACQUISITIONS	.00 *	33,661.08-*	33,661.08 *
	TOTAL CASH & EQUIVALENT DISPOSITIONS	.00 *	8,941.40 *	8,941.40-*
	TOTAL INTEREST INCOME	1,682.47 *	.00 *	.00 *
	SUNDRY			
08/24/98	MISCELLEANOUS JEWELRY RECEIVED			1.00
	TOTAL ACQUISITIONS	.00 *	.00 *	1.00 *
	MISCELLANEOUS RECEIPTS			
08/03/98	SEAGULL ENERGY CORP TDM DFTS DAMAGES FOR WELL SITE WILLIAMSON #7		3,450.00	
08/03/98	AT&T CK #491132744 DTD 7/10/98 CREDIT BALANCE REFUND-RM NUGENT ACCT #4512051742001 903-693-8751		12.36	
08/03/98	DEVON ENERGY CORPORATION	48.76		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 08/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/03/98	ENSERCH EXPLORATION, INC.	25.43		
08/03/98	PIONEER NATURAL RESOURCES	202.99		
08/03/98	CHEVRON U.S.A., INC.	258.98		
08/03/98	COMSTOCK OIL & GAS, INC.	687.05		
08/04/98	SEAGULL ENERGY CORP TDM DFTS DAMAGES FOR WELL SITE WILLIAMSON #7		2,766.00	
08/04/98	UNION PACIFIC RESOURCES	1,538.78		
08/04/98	J.L. DAVIS	26.07		
08/04/98	COLUMBIA ENERGY SERVICES	8,900.27		
08/07/98	HEADLINE RESOURCES, INC.	22.19		
08/10/98	KEY PRODUCTION COMPANY	297.02		
08/10/98	BROCK OIL AND GAS CORP.	347.76		
08/17/98	TITAN RESOURCES	679.27		
08/17/98	PIONEER NATURAL RESOURCES	153.27		

TYLER BANK AND TRUST, N.A.

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DATE 08/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/17/98	GPM GAS CORPORATION	24.45		
08/18/98	TIPPERARY OIL & GAS CORP	137.91		
08/18/98	TEXAS INDEPENDENT OPERAT.	27.49		
08/19/98	MITCHELL ENERGY CORP.	13.35		
08/20/98	BELCO ENERGY, L. P.	74.28		
08/24/98	MAYNARD OIL COMPANY	1,103.93		
08/24/98	FINA OIL AND CHEMICAL CO.	363.54		
08/24/98	SEAGULL ENERGY E&P INC.	1,647.54		
08/24/98	SCURLOCK PERMIAN CORP.	33.81		
08/24/98	CHISQS OPERATING, INC.	426.84		
08/24/98	ALTURA ENERGY LTD	28.53		
08/24/98	SUN REFINING & MARKETING	38.05		
08/24/98	PHILLIPS PETROLEUM CO.	101.26		

TYLER BANK AND TRUST, N.A.

PAGE 11

DATE 08/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/27/98	EXXON COMPANY, U.S.A.	1,360.32		
08/27/98	MOBIL OIL CORPORATION	1,055.37		
08/27/98	OXY USA INC.	255.44		
08/27/98	VINTAGE PETROLEUM INC.	88.82		
08/28/98	DUKE ENERGY FLD SER.	30.17		
08/28/98	COLUMBIA ENERGY SERVICES	8,223.67		
08/31/98	STEPHENS & JOHNSON OPER.	44.05		
08/31/98	CHEVRON U.S.A., INC.	210.51		
08/31/98	PENNZOIL EXPL & PROD CO.	1,116.39		
08/31/98	UNION PACIFIC RESOURCES	34.50		
	TOTAL MISCELLANEOUS RECEIPTS	29,628.06 *	6,228.36 *	.00 *
	FIDUCIARY FEES AND EXPENSES			

TYLER BANK AND TRUST, N.A.

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DATE 08/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/06/98	JOHN W NOBLE ESTATE OF MARJORIE M NUGENT SERVICES 5/21/98 - 7/23/98		2,133.31-	
	TOTAL FIDUCIARY FEES AND EXPENSES	.00 *	2,133.31-*	.00 *
	MISCELLANEOUS DISBURSEMENTS			
08/06/98	CONSTOCK OIL & GAS CORP. OWNER NO. 13729 INV. #TX-322-1001/1002 1008/1005	277.08-		
08/12/98	JULY OIL & GAS FEE TAKEN IN ERROR	463.36-		
08/13/98	DIVISION ORDER PROCESSING FEE BRAHMER SUPPLY SANDUSKY OG-12	15.00-		
08/13/98	DIVISION ORDER PROCESSING FEE BRAHMER SUPPLY GODWIN OG-11	15.00-		
08/13/98	DIVISION ORDER PROCESSING FEE BASS ENTERPRISES WEATHER BY OG-33	15.00-		

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STATEMENT OF ACCOUNT

DATE 08/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/13/98	DIVISION ORDER PROCESSING FEE BESS ENTERPRISES MOORE OG-32	15.00-		
08/17/98	JOE WHITE REVENUE FOR CAPPS AND DUNLAP WELLS	476.10-		
08/17/98	MARLETA TODD CHADWICK REVENUE FOR HALL UNIT	424.29-		
08/17/98	VERNIE MARIE MARKEY REVENUE FOR HALL UNIT	106.07-		
08/17/98	NORMA MARIE MARKEY/TESTAMENTARY TR REVENUE FOR HALL UNIT	26.52-		
08/17/98	BARBARA MARKEY CRIM REVENUE FOR HALL UNIT	26.52-		
08/17/98	MAUREEN MARKEY BRODNAX REVENUE FOR HALL UNIT	26.52-		
08/17/98	FRANK HENRY MARKEY, II REVENUE FOR HALL UNIT	26.52-		

TYLER BANK AND TRUST, N.A.

PAGE 14

DATE 08/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/19/98	SUNWEST OPERTING CO LLC OWNER ID: NUGEMM	49.77-		
08/20/98	PENNZOIL EXPL AND PROD COMPANY OWNER 146275-01 INVOICE #9870J0514	86.06-		
08/24/98	UNION PACIFIC RESOURCES COMPANY OWNER NO 514620 INVOICE NO 07-AR-16899	9,078.66-		
08/24/98	MAYNARD OIL COMPANY OWNER CODE: 614603 INVOICE #38121	426.01-		
08/24/98	TIPPERARY OIL & GAS COMPANY OWNER NO. 6323 STMT DATE 7-31-98	24.92-		
08/27/98	HEADINGTON OIL COMPANY OWNER NO. 55551 INVOICE DTD 8-13-98	15.27-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

DATE 08/31/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/31/98	UNION PACIFIC RESOURCES COMPANY OWNER NO 300155 INVOICE NO. 01-AR-2135008 DATE 1-31-98	212.64-		
08/31/98	UNION PACIFIC RESOURCES COMPANY OWNER NO 300155 INVOICE NO 07-AR-3857 DATE 7-31-97	198.88-		
08/31/98	UNION PACIFIC RESOURCES COMPANY OWNER NO.300155 INVOICE NO. 06-AR-4127	165.18-		
08/31/98	UNION PACIFIC RESOURCES COMPANY OWNER NO. 300155 INVOICE NO. 05-AR-4450 DATE 5-31-97	55.44-		
08/31/98	UNION PACIFIC RESOURCES COMPANY OWNER NO 300155 INVOICE NO. 04-AR-3823 DATE 4-3-97	288.57-		

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TYLER BANK AND TRUST, N.A.

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DATE 08/31/98

STATEMENT OF ACCOUNT

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/31/98	UNION PACIFIC RESOURCES OWNER NO. 300155 INVOICE NO. 03-AR-4013 DATE 3-31-97	251.69-		
08/31/98	UNION PACIFIC RESOURCES COMPANY OWNER NO 300155 INVOICE NO. 02-AR-1650954 DATE 2-28-97	192.53-		
	TOTAL MISCELLANEOUS DISBURSEMENTS	12,958.60-*	.00 *	.00 *
08/31/98	ENDING BALANCES	153,238.79 **	153,198.27-**	376,750.20 **

TYLER BANK AND TRUST, N.A.

JC HRP

ESTATE OF MARJORIE M NUGENT

INVESTMENT & TRANSACTION STATEMENT
09/01/98 THRU 09/30/98

ACCOUNT COPIES

IF YOU HAVE ANY QUESTIONS CONCERNING THIS STATEMENT,
PLEASE CALL OR WRITE JEFF CHEAVENS (903) 535-4356

TYLER BANK AND TRUST, N.A.

01

STATEMENT OF INVESTMENT POSITION
AS OF 09/30/98ACCOUNT NUMBER
ESTATE OF MARJORIE M NUGENT

PAGE 1

SUMMARY STATEMENT

	CARRY VALUE	TOTAL MARKET	OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	YIELD MARKET VALUE
EQUITIES	\$1.00	\$1.00	.00	\$0	.00
FIXED INCOME SECURITIES					
GOVERNMENT OBLIGATIONS					
TREASURY & FEDERAL AGENCIES	\$1.00	\$67,848.00	12.90	\$59,999	88.43
PREFERRED STOCKS NONCONVERTIBLE	\$1.00	\$1.00	.00	\$0	.00
TOTAL FIXED INCOME SECURITIES	\$2.00	\$67,849.00	12.90	\$59,999	88.43
REAL ESTATE					
EQUITY	\$1.00	\$1.00	.00	\$0	.00
LOANS AND MORTGAGES	\$9,306.91	\$9,306.91	1.77	\$651	6.99
TOTAL REAL ESTATE	\$9,307.91	\$9,307.91	1.77	\$651	6.99
MISCELLANEOUS ASSETS	\$46,175.00	\$46,175.00	8.78	\$0	.00
CASH & EQUIVALENTS	\$402,679.04	\$402,679.04	76.55	\$20,841	5.18
TOTAL ASSETS	\$458,164.95	\$526,011.95	100.00	\$81,491	15.49

TYLER BANK AND TRUST, N.A.STATEMENT OF INVESTMENT POSITION
AS OF 09/30/98ACCOUNT NUMBER _____
ESTATE OF MARJORIE M NUGENT

PAGE 2

VALUATION STATEMENT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	CARRY VALUE /UNIT	TOTAL MARKET /UNIT	% OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	% OF YIELD MARKET VALUE
* EQUITIES *						
COMMON STOCKS						
6,588	CARTHAGE BANCSHARES INC COMMON STOCK	\$1.00	\$1.00			
DATE OF PRICE 00/00/00 *						
* FIXED INCOME SECURITIES *						
GOVERNMENT OBLIGATIONS						
TREASURY & FEDERAL AGENCIES						
60,000	U S SAVINGS BONDS SERIES EE DTD 08/01/86 DUE 08/01/1996	\$1.00	\$67,848.00 113.08	12.90	\$59,999	88.43
PREFERRED STOCKS NON-CONVERTIBLE						
300	CARTHAGE BANCSHARES INC. 8.0% CUMULATIVE PREFERRED STOCK	\$1.00	\$1.00			
DATE OF PRICE 00/00/00 *						
* TOTAL FIXED INCOME SECURITIES *		\$2.00	\$67,849.00	12.90	\$59,999	88.43
* REAL ESTATE *						
EQUITY						
1	100.00 % INTEREST IN	\$1.00	\$1.00			

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TYLER BANK AND TRUST, N.A.STATEMENT OF INVESTMENT POSITION
AS OF 09/30/98ACCOUNT NUMBER
ESTATE OF MARJORIE M NUGENT

PAGE 3

VALUATION STATEMENT

FACE AMOUNT/ NO. SHARES	DESCRIPTION	CARRY VALUE /UNIT	TOTAL MARKET /UNIT	% OF TOTAL ACCOUNT AT MARKET	ESTIMATED ANNUAL INCOME	% OF YIELD MARKET VALUE
NONPRODUCING OIL AND GAS ASSETS *SUPPLEMENTAL SCHEDULE AVAILABLE*						
DATE OF PRICE 00/00/00 *						
LOANS AND MORTGAGES						
1	BOBBY GEORGE BEASON, 7%, 4-15-04 ORIGINAL AMOUNT \$14,488.00 DATED 4-01-94 PAYABLE \$168.22 MONTHLY ON 15TH	\$9,306.91	\$9,306.91	1.77	\$651	6.99
	* TOTAL REAL ESTATE *	\$9,307.91	\$9,307.91	1.77	\$651	6.99
	* MISCELLANEOUS ASSETS *					
1	MISCELLEANOUS JEWELRY	\$46,175.00	\$46,175.00	8.78		
	* CASH AND EQUIVALENTS *					
401,403.53	DREYFUS GOVERNMENT CASH MANAGEMENT	\$401,403.53	\$401,403.53	76.31	\$20,841	5.19
	INCOME CASH	164,439.29	164,439.29	31.26		
	PRINCIPAL CASH	163,163.78-	163,163.78-	31.02-		
	* TOTAL CASH AND EQUIVALENTS *	\$402,679.04	\$402,679.04	76.55	\$20,841	5.18
	** TOTAL ASSETS **	\$458,164.95	\$526,011.95	100.00	\$81,491	15.49
*ALL PRICES AS OF STATEMENT DATE UNLESS OTHERWISE INDICATED						

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TYLER BANK AND TRUST, N.A.

			PAGE 4
	SUMMARY OF ACCOUNT		DATE 09/30/98
ACCOUNT NUMBER:	ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT	ADMINISTRATIVE OFFICER: JC	
	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
BEGINNING ACCOUNT BALANCES	153,238.79	153,198.27-	376,750.20
NOTES			
PRINCIPAL PAYMENTS		113.27	113.27-
INTEREST PAYMENTS	54.95		
REAL ESTATE			
DISPOSITIONS		30,000.00	1.00-
CASH & EQUIVALENTS			
ACQUISITIONS		72,176.53-	72,176.53
DISPOSITIONS		38,097.02	38,097.02-
INCOME	1,635.57		
SUNDRY			
ACQUISITIONS			46,174.00
MISCELLANEOUS RECEIPTS	15,984.49		
FEEES AND EXPENSES		762.50-	
MISCELLANEOUS DISBURSEMENTS	6,474.51-	5,236.77-	
ENDING ACCOUNT BALANCES	164,439.29	163,163.78-	456,889.44

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TYLER BANK AND TRUST, N.A.

PAGE 5

STATEMENT OF ACCOUNT

DATE 09/30/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
08/31/98	BEGINNING BALANCES	153,238.79	153,198.27-	376,750.20
	NOTES			
	BOBBY GEORGE BEASON, 7%, 4-15-04 ORIGINAL AMOUNT \$14,488.00 DATED 4-01-94 PAYABLE \$168.22 MONTHLY ON 15TH			
09/16/98	INTEREST TO 09/15/98	54.95		
09/16/98	PRINCIPAL PAYMENT		113.27	113.27-
	TOTAL NOTES PRINCIPAL PAYMENTS	.00 *	113.27 *	113.27-*
	TOTAL NOTES INTEREST PAYMENTS	54.95 *	.00 *	.00 *
	REAL ESTATE			
	100.00 % INTEREST IN 42.844 ACRES, G. GRAVES SVY A-238, PANOLA COUNTY, TEXAS			
09/11/98	PANOLA COUNTY ABSTRACT & TITLE CO FOR PURCHASER GARY & BRENDA JACKSON		30,000.00	1.00-
	TOTAL REAL ESTATE DISPOSITIONS	.00 *	30,000.00 *	1.00-*

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TYLER BANK AND TRUST, N.A.

PAGE 6

STATEMENT OF ACCOUNT

DATE 09/30/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
	CASH & EQUIVALENTS			
	DREYFUS GOVERNMENT CASH MANAGEMENT			
09/01/98	INT TO 08/31/98	1,635.57		
09/30/98	PURCHASES(14) 09/01/98 TO 09/30/98		72,176.53-	72,176.53
09/30/98	SALES (4) 09/01/98 TO 09/30/98		38,097.02	38,097.02-
	TOTAL CASH & EQUIVALENT ACQUISITIONS	.00 *	72,176.53-	72,176.53 *
	TOTAL CASH & EQUIVALENT DISPOSITIONS	.00 *	38,097.02 *	38,097.02-
	TOTAL INTEREST INCOME	1,635.57 *	.00 *	.00 *
	SUNDRY			
	MISCELLANEOUS JEWELRY			
09/02/98	ADJUST CV TO DOD VALUE			46,174.00
	TOTAL ACQUISITIONS	.00 *	.00 *	46,174.00 *
	MISCELLANEOUS RECEIPTS			
09/01/98	HEADINGTON OIL COMPANY	60.58		
09/01/98	FREDONIA RESOURCES INC.	114.28		

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TYLER BANK AND TRUST, N.A.

PAGE 7

STATEMENT OF ACCOUNT

DATE 09/30/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
09/02/98	COMSTOCK OIL & GAS, INC.	582.98		
09/02/98	DEVON ENERGY CORPORATION	67.63		
09/03/98	UNION PACIFIC RESOURCES	1,899.41		
09/04/98	PIONEER NATURAL RESOURCES	213.97		
09/08/98	BROCK OIL AND GAS CORP.	309.03		
09/17/98	COLUMBIA ENERGY SERVICES	3,945.70		
09/17/98	WESTLAND OIL DEVELOPMENT	28.26		
09/17/98	TITAN RESOURCES	32.53		
09/18/98	TIPPERARY OIL & GAS CORP	149.07		
09/18/98	UNION OIL OF CALIFORNIA	119.67		
09/18/98	PIONEER NATURAL RESOURCES	177.18		
09/21/98	MAYNARD OIL COMPANY	1,337.90		
09/21/98	BELCO ENERGY, L. P.	72.08		

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TYLER BANK AND TRUST, N.A.

PAGE 8

DATE 09/30/98

ADMINISTRATIVE OFFICER: JC

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
09/23/98	SPARTA ENERGY LLC	119.23		
09/23/98	SCURLOCK PERMIAN CORP.	31.37		
09/24/98	SEAGULL ENERGY E&P INC.	2,348.40		
09/24/98	FINA OIL AND CHEMICAL CO.	422.15		
09/24/98	CHISOS OPERATING, INC.	236.38		
09/24/98	NAVAJO REFINING COMPANY	80.64		
09/24/98	NAVAJO REFINING COMPANY	46.14		
09/28/98	VINTAGE PETROLEUM INC.	126.93		
09/28/98	EXXON COMPANY, U.S.A.	1,247.88		
09/28/98	STEPHENS & JOHNSON OPER.	43.52		
09/28/98	DRACO ENERGY, INC.	24.34		
09/28/98	UNION PACIFIC RESOURCES	76.61		
09/28/98	PENNZOIL EXPL & PROD CO.	795.12		

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TYLER BANK AND TRUST, N.A.

PAGE 9

STATEMENT OF ACCOUNT

DATE 09/30/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
09/29/98	OXY USA INC.	282.46		
09/29/98	MOBIL OIL CORPORATION	993.05		
	TOTAL MISCELLANEOUS RECEIPTS	15,984.49 *	.00 *	.00 *
	FIDUCIARY FEES AND EXPENSES			
09/03/98	JOHN W NOBLE ESTATE OF MARJORIE NUGENT SERVICES 8/4/98 THRU 8/27/98		762.50-	
	TOTAL FIDUCIARY FEES AND EXPENSES	.00 *	762.50-*	.00 *
	MISCELLANEOUS DISBURSEMENTS			
09/08/98	PENNZOIL EXPL AND PROD COMPANY OWNER 065463-01 INVOICE #9807J0513	103.52-		
09/08/98	PENNZOIL EXPL AND PROD COMPANY OWNER 065463-01 INVOICE #9806J0513	316.15-		
09/10/98	UNION PACIFIC RESOURCES COMPANY OWNER NO 514620 INVOICE NO 08-AR-8463	2,784.44-		

V01 102 PAGE 177

TYLER BANK AND TRUST, N.A.

PAGE 10

STATEMENT OF ACCOUNT

DATE 09/30/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
09/10/98	SETTLEMENT CHARGES		3,251.27-	
09/11/98	OIL & GAS INCOME COMMISSION	2,366.52-		
09/15/98	CHEROKEE CLUB INC CHARGES THRU MARCH 1998 MARJORIE NUGENT CERTIFICATE #285		1,160.49-	
09/21/98	HEADINGTON OIL COMPANY OWNER NO. 55551 INVOICE DTD 9-14-98	14.04-		
09/22/98	HAROLD NEFF & ASSOCIATES APPRAISAL OF ESTATE'S INTERESTS IN CARTHAGE (COTTON VALLEY) INV #2346 - DATED 8/31/98		825.01-	
09/22/98	PENNZOIL EXPL AND PROD COMPANY OWNER 146275-01 INVOICE #9808J0525	487.05-		
09/22/98	MAYNARD OIL COMPANY OWNER CODE: 614603 INVOICE #38662	362.87-		

TYLER BANK AND TRUST, N.A.

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STATEMENT OF ACCOUNT

PAGE 11

DATE 09/30/98

ACCOUNT NUMBER:

ACCOUNT NAME: ESTATE OF MARJORIE M NUGENT

ADMINISTRATIVE OFFICER: JC

DATE	DESCRIPTION	INCOME CASH	PRINCIPAL CASH	ASSET CARRYING VALUE
09/23/98	TIPPERAY OIL & GAS CORP. OWNER NO. 6323 STMT DATE 8-31-98	24.92-		
09/28/98	DIVISION ORDER PROCESSING FEE CLAYTON WILLIAMS-CHADWICK 06-139	15.00-		
	TOTAL MISCELLANEOUS DISBURSEMENTS	6,474.51-*	5,236.77-*	.00 *
09/30/98	ENDING BALANCES	164,439.29 **	163,163.78-**	456,889.44 **

Volume 102 Page 44

FILED FOR RECORD
IN MY OFFICE

VOL 102 PAGE 182

AT 3:15 O'CLOCK P M.

No. 8756

NOV 10 1998

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

§
§
§
§
§IN THE COUNTY CLERK'S OFFICE, PANOLA COUNTY, TEXAS
BY Shirley Dorman DEPUTY
\$7.00 pd
PANOLA COUNTY**ORDER APPROVING RESIGNATION OF INDEPENDENT EXECUTOR,
CONTINUING INDEPENDENT ADMINISTRATION, AND APPOINTING
OF SUCCESSOR INDEPENDENT EXECUTOR**

On this 10th day of November, 1998, the application of Regions Bank, Tyler, Texas, ("Regions Bank") to resign as independent executor of the Estate of Marjorie M. Nugent, Deceased ("Estate") under the will of Marjorie M. Nugent dated August 28, 1978 ("1978 Will") came on to be heard by the Court. The application to resign was supported by a verified exhibit and final account filed by Regions Bank. The court finds that citation has been duly issued and served and that the Court has jurisdiction of the proceeding, the subject matter and all persons of whom it should have jurisdiction under the law.

The court proceeded to examine the application, and exhibit and account; heard evidence for the application and account and examined, settled and approved the application and exhibit and account.

In addition, on this same date, the application of Roderick M. Nugent, Jr. ("Dr. Nugent"), the current sole distributee of the Estate under the 1978 Will, for an order continuing independent administration and appointing Dr. Nugent as successor independent executor came on to be heard in the above entitled and numbered proceeding. It appearing to the Court that citation has been duly issued and served; that the Court has jurisdiction of the proceeding, the subject matter, and all persons to whom it should have jurisdiction under the law, that applicant is the sole distributee of Marjorie M. Nugent under the 1978 Will; that there is a continued need for administration on the Estate as ordered; that Dr. Nugent is qualified and not disqualified to serve as successor independent executor; that it would be in the best interest of the Estate for Dr. Nugent to be so appointed; and that bond should not be required on this application,

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED AS FOLLOWS:

1. The application of Regions Bank, Tyler, Texas to resign as independent executor of the Estate is approved.

2. The verified exhibit and account of Regions Bank, Tyler, Texas is approved.
3. Independent Administration of this Estate shall be continued.
4. Roderick M. Nugent, Jr. is appointed as successor independent executor of the Estate.
5. No bond shall be required of Roderick M. Nugent, Jr.. Regions Bank, Tyler, Texas is to deliver the estate remaining in its possession to Roderick M. Nugent, Jr. as successor independent executor, the person entitled by law to receive the remaining estate.
6. On the Court's satisfaction, that delivery of the remaining estate has been made and that Regions Bank, Tyler, Texas has complied with all lawful orders of this Court, that Region's Bank's, Tyler, Texas resignation will be fully and finally accepted and it will be fully and finally discharged from their trust.
7. That on the taking and filing of the oath required by law, letters testamentary shall issue to Roderick M. Nugent, Jr. and that no other action shall be had in this Court other than the return of an inventory, appraisal and list of claims as required by law.

Signed this November 10 day of November, 1998.

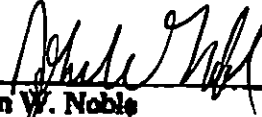

Judge presiding

Approved As To Content (including the verified account) and Form:

PETERSON, FARRIS, DOORES & JONES
A Professional Corporation
P.O. Box 9620
Amarillo, Texas 79105
(806) 374-5317
(806) 372-2107 facsimile

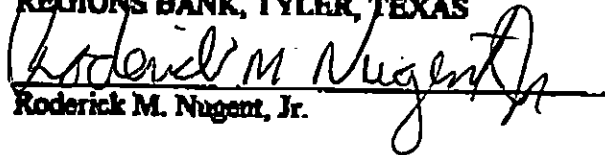
By: 
James T. Campbell
State Bar No. 03705800

**ATTORNEY FOR APPLICANT
RODERICK M. NUGENT, JR.**



John W. Noble
218 N. Broadway, Ste. 302
Tyler, Texas 75702
(903) 592-6300
(903) 592-6312 facsimile
State Bar No. 15051000

**ATTORNEY FOR APPLICANT
REGIONS BANK, TYLER, TEXAS**



Roderick M. Nugent, Jr.

at 4:45 O'CLOCK P. M.

NOV 24 1998

NO. 8756

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

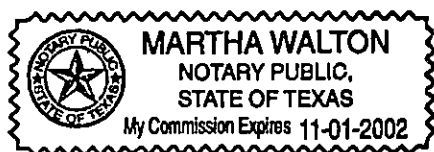
§ IN THE COUNTY COURT SUE GRAFTON
 § COUNTY CLERK, PANOLA COUNTY, TEXAS
 § IN AND FOR BY M. L. Baze DEPUTY
 § \$ 3.00 Billed
 § PANOLA COUNTY, TEXAS

O A T H

I do solemnly swear that the writing which has been offered for probate is a valid will of Marjorie M. Nugent, so far as I know or believe, and that I will well and truly perform all of the duties of independent executor of the will and of the estate of Marjorie M. Nugent, deceased.

Roderick M. Nugent, Jr.
 RODERICK M. NUGENT, JR.

SUBSCRIBED AND SWORN TO BEFORE ME by Roderick M. Nugent, Jr. on this the 18th day of November, 1998, to certify which witness my hand and seal of office.



Martha Walton
 Notary Public, State of Texas

AT 3:45 O'CLOCK P. M.

CAUSE NO. 8756

FEB 3 1999

IN RE: THE ESTATE OF
MARJORIE M. NUGENT,
DECEASED

§
§
§
§
§

IN THE COUNTY COURT AT LAW
SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS

IN AND FOR

BY M. L. Baze DEPUTY
\$ 11.00 Pd.

PANOLA COUNTY, TEXAS

**AFFIDAVIT OF
BERNHARDT TIEDE, II**

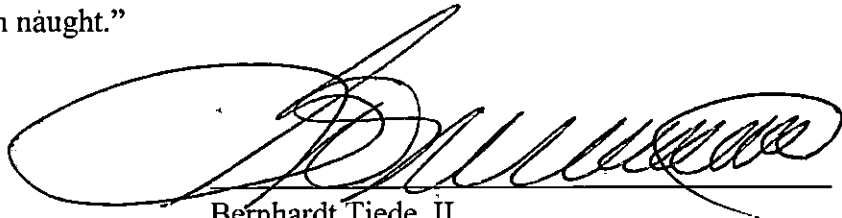
STATE OF TEXAS §
COUNTY OF PANOLA §

BEFORE ME, the undersigned authority on this day personally appeared BERNHARDT TIEDE, II, Affiant, who, after first being duly sworn, stated and deposed:

"My name is BERNHARDT TIEDE, II. I am over the age of 21 and competent to make this oath. On April 28, 1998, I executed an affidavit which has been filed among the papers in this cause. (Exhibit A) That affidavit was executed and delivered to John Nobles, Attorney for the Estate of Marjorie M. Nugent. Said affidavit was prepared by John Nobles without any consultation with me, and was delivered to me by my attorney. The affidavit made by me and previously filed herein was the result of negotiations between my lawyer and Mr. Nobles, which negotiations included representatives of the estate and family of Marjorie Nugent, the United States Attorney's Office, and the Panola County District Attorney's Office. It was executed by me solely in response to those negotiations, which negotiations involved not only the civil matters pending herein, but the criminal charges pending against me in state and federal courts as well. The affidavit was a good faith response to representations made by the parties thereto, and was secured based solely on those representations. I responded in good faith to the representations, and have fulfilled in every regard any and all conditions required of me. The affidavit I made contains matters which are not and were not at the time of the execution of said

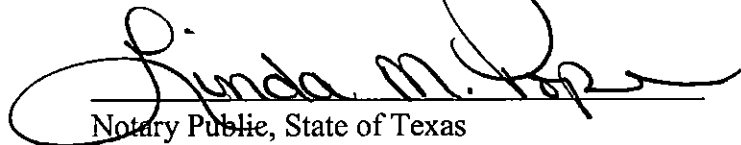
affidavit, within my knowledge. Those, matters were the product of the thought processes of the affidavit's author, and were constructed in order to reach a desired result in the administration of the Estate of Marjorie Nugent. The factual matters contained in said affidavit are not true. I hereby repudiate all factual matters contained in said affidavit, and hereby state that said affidavit was not the product of a voluntary act on my part.

Further affiant sayeth naught."

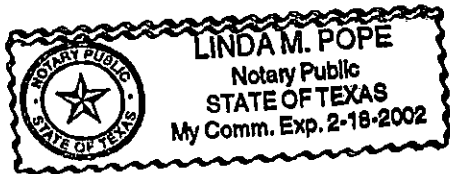


Bernhardt Tiede, II
Affiant

SUBSCRIBED AND SWORN TO this 20th day of January, 1999



Notary Public, State of Texas



No. 8756

ESTATE OF

MARJORIE M. NUGENT,

DECEASED

IN THE COUNTY COURT

OF

PANOLA COUNTY, TEXAS

APPLICATION TO PROBATE

COMES NOW BERNHARDT TIEDE II, ("Tiede") and files this his Application to Probate, showing the Court as follows:

Procedural Background and Factual Allegations

1. On August 28, 1997, Tyler Bank and Trust, N.A., Tyler, Texas ("Bank") filed an application in this Court to probate the Will of Marjorie M. Nugent dated March 16, 1978 ("the 1978 Will").

2. On September 15, 1997, the 1978 Will was admitted to Probate by this Court and the Bank was appointed by this Court as independent executor of the estate of Marjorie M. Nugent.

3. Tiede has another will purportedly executed by Marjorie M. Nugent, dated April 19, 1991 ("the 1991 Will"), under which he is the beneficiary and executor.

4. Although Tiede hereby applies to probate the 1991 Will, Tiede makes the following judicial admissions with respect to the 1991 Will:

- a. The 1991 Will and any other wills which may exist that name Tiede as a beneficiary and/or fiduciary, if they were in fact executed by Marjorie M. Nugent, were executed as a result of undue influence, as that term is used in the legal sense. At the time of the alleged execution of the 1991 will, April 19, 1991, Tiede held a fiduciary and confidential relationship with Marjorie M. Nugent. The undue influence existed and was exerted by Tiede, over Marjorie M. Nugent so as to subvert or overpower the mind of Marjorie M. Nugent at the time she executed the 1991 Will, and Marjorie M. Nugent would not have executed the 1991 Will but for the undue influence exerted over her by Tiede.
- b. The 1991 Will, and any other wills in favor of Tiede, if they were in fact executed by Marjorie M. Nugent, were executed as a result of actual or constructive fraud, either in the inducement or otherwise, exerted over Marjorie M. Nugent by Tiede, who, on April 19, 1991, and prior thereto, was in a fiduciary and confidential relationship with Marjorie M. Nugent. Such fraud effectively operated so as to subvert or overpower the mind of Marjorie M. Nugent at the time of the execution of the 1991 Will, and

EXHIBIT

"A"

Marjorie M. Nugent would not have executed the 1991 Will but for such fraud.

5. Tiede does not wish to contest the probate of the 1978 Will, or any other will offered for probate by the descendants of Marjorie M. Nugent.

6. Tiede has agreed to file this application for probate and make the foregoing admissions of fact for the purpose of placing the 1991 Will before the Court and under the Court's jurisdiction in order that the Court can rule on the invalidity thereof,

NOW, THEREFORE, the following information is furnished to the Court:

(1) Tiede, currently residing the, Panola County Detention Center in Carthage, Panola County, Texas, is named herein as Applicant, for the purposes listed above,

(2) Marjorie M. Nugent was domiciled in and had a fixed place of residence, in this County on the date of her death.

(3) Marjorie M. Nugent is deceased and the date of death is less than four years prior to the filing of this Application.

(4) Marjorie M. Nugent owned real and personal property described generally stocks, bonds, real property and mineral property of a probable value in excess of \$250,000.

(5) Marjorie M. Nugent left a purported Will dated April 19, 1991, which is filed herewith, but as to which Tiede admits that said Will, if executed by Marjorie M. Nugent was executed due to undue influence and actual and/or constructive fraud exerted over Marjorie M. Nugent by Tiede.

(6) The subscribing witnesses to the 1991 Will are Daniel Harrison and Randall K. Harrison whose current addresses are unknown to Tiede.

(7) No child or children were born to or adopted by Marjorie M. Nugent after the date of the 1991 Will.

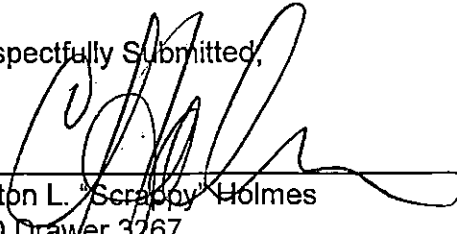
(8) Marjorie M, Nugent was never divorced as far as is known to Tiede.

(9) In the 1991 Will Marjorie M. Nugent named Tiede to serve as independent executor, however, Tiede cannot state that he is not disqualified to serve as independent executor because of pending criminal Charges against

(10) Marjorie M. Nugent's 1991 Will did not name either the State of Texas, a governmental agency of the State of Texas, or a charitable organization as a devisee to Tiede's knowledge,

WHEREFORE PREMISES CONSIDERED, Bernhardt Tiede II, prays that citation be issued as required by law, and that upon final hearing of this matter, a judgment be entered declaring that the 1991 Will is invalid for the reasons stated above, and for such other and further relief which the Court deems appropriate.

Respectfully Submitted,


Clifton L. "Scrappy" Holmes
P.O. Drawer 3267
Longview, Texas 75606
State Bar No. 09907000

ATTORNEY FOR BERNHARDT TIEDE, II

VERIFICATION


STATE OF TEXAS

COUNTY OF PANOLA

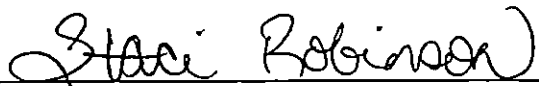
Before me, the undersigned authority, this day personally appeared Bernhardt Tiede, II, who after being sworn by me stated upon his oath as follows:

"My name is Bernhardt Tiede, II. I have read the above and foregoing Application to Probate and the statements made therein are true and correct and are within my personal knowledge."

FURTHER AFFIANT SAYETH NOT.


BERNHARDT TIEDE, II

SUBSCRIBED AND SWORN TO BEFORE ME THIS 28th day of April 1998.


Notary Public, State of Texas



VOL 102 PAGE 190

FILED FOR RECORD
IN MY OFFICE

CAUSE NO. 8756 AT 3:35 O'CLOCK P M.

MAY 7 1999

IN RE THE ESTATE OF
MARJORIE M. NUGENT,
DECEASED

§ IN THE COUNTY COURT
§ SUE GRANTON
§ COUNTY CLERK, PANOLA COUNTY, TEXAS
§ BY Clara O Neal DEPUTY
§ PANOLA COUNTY, TEXAS

25-22

(I) APPLICATION FOR PROBATE OF WILL AND FOR ISSUANCE OF LETTERS OF ADMINISTRATION; (II) APPLICATION FOR IMPOSITION OF CONSTRUCTIVE TRUST TO CARRY OUT INTENT OF DECEDENT; (III) CLAIM FOR TORTIOUS INTERFERENCE WITH INHERITANCE RIGHTS; (IV) APPLICATION FOR DECLARATORY JUDGMENT; AND (V) APPLICATION FOR APPOINTMENT OF TEMPORARY ADMINISTRATOR PENDING CONTEST OF WILL

TO THE HONORABLE JUDGE OF SAID COURT:

COME NOW Merrell Rhodes and Katie Sue Knapp, Applicants herein ("Applicants"), file this their (i) Application for Probate of Will and for Issuance of Letters of Administration; (ii) Application for Imposition of Constructive Trust to Carry Out Intent of Decedent; (iii) Claim for Tortious Interference with Inheritance Rights; (iv) Application for Declaratory Judgment; and (v) Application for Appointment of Temporary Administrator Pending Contest of Will and would show the Court the following:

Parties

1. Applicant, Merrell Rhodes, is a resident and domiciliary of Panola County, Texas. Applicant is the sister of the Decedent and a person interested in this estate.
2. Applicant Katie Sue Knapp, is a resident and domiciliary of the State of Ohio. Applicant is the sister of the Decedent and a person interested in this estate.
3. Other necessary parties include:

Under the 1978 Will as defined below:

a. **Tyler Bank and Trust, N.A., Tyler, Texas** (formerly known as Citizens First National Bank of Tyler, Texas), a banking institution with offices located at P.O. Box 2020, Tyler, Texas 757001, as alternate executor and as trustee created under the 1978 Will.

b. **Roderick M. Nugent, Jr.**, a son of the decedent, a resident of the State of Texas, individually, and as named executor and as trustee of the trust created under the 1978 Will.

Under the 1991 Will as defined below:

Bernhardt Tiede, II, as interested party and named Independent Executor under the 1991 Will.

Under the 1987 Will as defined below:

The parties understand there is a 1987 Will. The parties were unable to gain a copy of the 1987 Will by the time this application was filed. The parties will add any additional necessary parties upon obtaining the 1987 will, if it exists.

Background Facts

4. The decedent, Marjorie Nugent, was murdered by Bernhardt Tiede, II in 1996. Ms. Nugent left a valid written Will (the "1991 Will") which (1) specifically disinherited her son, Roderick Nugent, Jr., and all of her grandchildren¹, (2) devised all of her property to Tiede, and (3) revoked all of her previous wills.

5. Ms. Nugent specifically intended that her son and grandchildren not receive any property upon her death because of the genuinely poor treatment she received from them over the

¹The four grandchildren have disclaimed any right to inherit or otherwise receive any property of the decedent under her former wills or through any other means and are, as a result, not parties to the current action.

course of several years. The 1991 Will states that the son and grandchildren not only ceased to visit her, but threatened to and actually did file suit against her.

6. Despite the existence of the valid 1991 Will and the fact that Ms. Nugent revoked all prior wills, Tyler Bank and Trust filed an application to probate the decedent's 1978 Will on August 28, 1997. On September 15, 1997, that Will was admitted to probate and Letters Testamentary were issued to Tyler Bank and Trust as Independent Executor under the 1978 Will.

7. The 1978 Will and all wills prior to the 1991 Will are invalid.

8. The exact date of death is unknown, but is less than four years prior to the date of the filing of this pleading. This Court has venue, since the Decedent resided in Panola County, Texas, and was domiciled in the State of Texas at the time of her death.

COUNT I -

APPLICATION TO PROBATE WILL AND FOR ISSUANCE OF LETTERS OF ADMINISTRATION

9. The allegations made in the preceding paragraphs are incorporated herein by reference as if fully set forth at length.

10. The Decedent owned real and personal property situated in Panola County, Texas, and cash, securities, automobiles, household furnishings and fixtures, and personal effects of a probable value in excess of \$150,000.

11. The Decedent left the 1991 Will, dated April 19, 1991, in which Tiede was named as Independent Executor, without bond. The 1991 Will was witnessed by Daniel Williams and Randall K. Harrison, whose present addresses are unknown. The 1991 Will has been made self-proved by the acknowledgment thereof by the Decedent and the affidavits of the respective attesting

witnesses, each made before an officer authorized to take acknowledgments to deeds of conveyance and administer oaths under the laws of this State, such acknowledgment and affidavits being evidenced by the certificate, with official seal affixed, of such officer attached or annexed to the 1991 Will, all in compliance with Section 59 of the Texas Probate Code. Attached and incorporated herein for all purposes is a true and correct copy of the 1991 Will.

12. No child or children were born to or adopted by the Decedent after the making of the 1991 Will by the Decedent.

13. Neither Applicant is disqualified by law from accepting letters insofar as is known to Applicant. However, Tiede is disqualified by law from accepting letters by virtue of his being a convicted felon. Applicants, Merrell Rhodes and Katie Sue Knapp seek to be appointed personal representatives of the estate for the purposes of administering its assets.

14. The Decedent has not been divorced since the execution of the 1991 Will.

15. Neither the state nor a governmental agency of the state is named by the 1991 Will as a devisee.

COUNT II -

APPLICATION FOR CONSTRUCTIVE TRUST TO CARRY OUT INTENT OF DECEDENT

16. The allegations made in the preceding paragraphs are incorporated herein by reference as if fully set forth at length.

17. The 1991 Will devises all property of the decedent to Tiede. Tiede willfully and knowingly murdered the decedent. Tiede has been convicted of this murder. Texas law provides for the imposition of a constructive trust upon the property to which Tiede is entitled under the 1991

Will. The constructive trust is to be imposed according to the intent of the murder victim and in a fashion consistent with the intent of the decedent, as determined by the trier of fact.

18. The clear intent of the 1991 Will is to disinherit the decedent's son and grandchildren. The decedent's closest remaining heirs are the Applicants Merrell Rhodes and Katie Sue Knapp. Applicants seek the imposition of a constructive trust in their favor awarding them all of the property of the decedent and all of the proceeds and income of such property from the time of her death until the time of trial.

COUNT III -

CLAIM FOR TORTIOUS INTERFERENCE WITH INHERITANCE RIGHTS

19. The allegations made in the preceding paragraphs are incorporated herein by reference as if fully set forth at length.

20. Roderick Nugent, Jr. and/or others to be determined may have participated in, or would receive benefits from, the 1978 Will under the 1998 Application to Probate that Will. The filing of the 1998 Application to Probate the 1978 Will constitutes wrongful or tortious acts which prevent or interfere with the inheritance rights of Applicants and others and result in damage or loss to Applicants and others.

21. Applicants seek to recover actual damages from Roderick Nugent, Jr., along with exemplary damages to punish and deter such conduct.

COUNT IV -

APPLICATION FOR DECLARATORY JUDGMENT

22. The allegations made in the preceding paragraphs are incorporated herein by reference as if fully set forth at length.

23. Applicant seeks a declaratory judgment pursuant to Chapter 37 of the Texas civil Practice and Remedies Code. Section 37.005 of the Texas Civil Practice and Remedies Code specifically permits an interested person as or through an executor, devisee, legatee, etc. to determine any class of devisees or legatees, and to determine any question arising in the administration of the estate.

24. Applicant seeks the following declarations:

- (a) That the 1978 Will, and any other wills preceding the 1991 Will, have been revoked and are invalid.
- (b) That Roderick Nugent, Jr. and/or others have participated in, or would receive benefits from the 1978 Will under the 1998 Application of that Will and that the filing of the 1998 Application constitute wrongful or tortious acts which prevented or interfered with the inheritance rights of Applicants and others and resulted in damage or loss to Applicants and others.
- (c) That the 1991 Will is valid and has not been revoked.
- (d) That the imposition of a constructive trust in favor of Merrell Rhodes and Katie Sue Knapp as to all of the property of the decedent is appropriate and required to carry out the intent of the decedent under the 1991 Will.

25. Applicants request recovery of their costs and reasonable and reasonable and necessary attorney's fees pursuant to Section 37.009 of the Texas Civil Practice and Remedies Code.

COUNT V -

**APPLICATION FOR APPOINTMENT OF TEMPORARY
ADMINISTRATOR PENDING WILL CONTEST**

26. The allegations made in the preceding paragraphs are incorporated herein by reference as if fully set forth at length.

27. Tommie G. Davis, an attorney, native and long time resident of Panola County, is not disqualified by law to act as Temporary Administrator of the Estate.

28. Since the death of the Decedent, a controversy has arisen regarding which document constitutes the Decedent's last valid will or codicil, or whether or not the Decedent died with any valid will. Because of the time which may elapse in settling this controversy, it is necessary and will be advantageous and, therefore, the interests of the Estate require the appointment of a Temporary Administrator of the Estate pending resolution of the will contest.

29. Applicant desires that Tommie G. Davis be appointed Temporary Administrator of the Estate and that such appointment shall continue in force until a permanent personal representative has been duly appointed and qualified or until further orders of this Court.

WHEREFORE, PREMISES CONSIDERED, Applicants pray that:

1. citation be issued to all parties interested in the Estate of Marjorie M. Nugent, Deceased, including unknown heirs, if any, as required by law;
2. The 1978 Will of Marjorie M. Nugent on file herein be denied admission to probate;
3. The 1987 Will, if it exists, be denied admission to probate;
4. The 1991 Will of Marjorie M. Nugent on file herein be admitted to probate;
5. Letters of Administration be issued to Merrell Rhodes and Katie Sue Knapp as Co-Permanent Administrators;

6. Applicants recover damages for tortious interference with inheritance rights from Roderick Nugent, Jr.;
7. This Court make the declarations requested above;
8. Applicants recover their costs and reasonable and necessary attorneys' fees;
9. Letters of Administration be issued to Tommie G. Davis as Temporary Administrator; and
10. Such other and further relief, both general and special, either at law or in equity, be granted to which Applicants may show themselves justly entitled.

Dated: May 7, 1999.

Respectfully submitted,



Robert A. Sherman

State Bar No. 18245100

312 West Sabine

P. O. Box 351

Carthage, TX 75633

Telephone No.: (903) 693-2206

Fax No.: (903) 693-3292

W. Mark Cotham

State Bar No. 04858520

Mark C. Harwell

State Bar No. 09191700

Kirk W. Evans

State Bar No. 00787446

COTHAM, HARWELL & EVANS

A PROFESSIONAL CORPORATION

8550 Katy Fwy, Suite 128

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Telephone No.: (713) 647-7511

Fax No.: (713) 647-7512

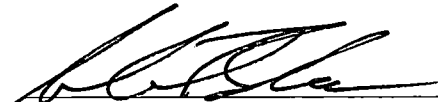
ATTORNEYS FOR APPLICANTS

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing (i) Application for Probate of Will and for Issuance of Letters of Administration; (ii) Application for Imposition of Constructive Trust to Carry Out Intent of Decedent; (iii) Claim for Tortious Interference with Inheritance Rights; (iv) Application for Declaratory Judgment; and (v) Application for Appointment of Temporary Administrator Pending Contest of Will, has been mailed by certified mail, return receipt requested, on this 7th day of May, 1999.

Mr. John W. Noble
Attorney at Law
218 North Broadway, Suite 302
Tyler, Texas 75702

Mr. James T. Campbell
Peterson, Farris, Doores & Jones, P.C.
P.O. Box 9620
Amarillo, Texas 79105



Robert A. Sherman

VOL

102 PAGE 198

VOL

98 PAGE 380

FILED FOR RECORD
IN MY OFFICE

AT 2:00 O'CLOCK P M.

MAY 4 1998

LAST WILL AND TESTAMENT

OF

MARJORIE M. NUGENT

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXASBy Jennifer Spadlin DEPUTY

THE STATE OF TEXAS)(

KNOWN ALL MEN BY THESE PRESENTS:

COUNTY OF PANOLA)(

That I, MARJORIE M. NUGENT, of Panola County, Texas, being of sound and disposing mind and memory, and being above the age of eighteen years, do make and publish this, my Last Will and Testament, hereby revoking all wills, if any, by me at any time heretofore made.

I.

I direct that all my just debts be paid as soon after my death as is practical.

II.

I have a son and four grandchildren, some of whom have threatened to sue me and actually sued me and none of whom visit or appear to care about me. Also, my son is a physician and amply provides for his family. Thr the reasons stated, I am not including them as beneficiaries under my Will.

III.

I give, devise and bequeath my entire estate, real, personal and mixed, unto Bernhardt Tiede, II outright and in fee simple.

IV.

I hereby constitute and appoint Bernhardt Tiede, II, as Independent Executor of my estate without bond, and direct that no action be had in the probate court in relation to the settlement of my estate other than the probating of this Will and the filing of statutory inventory, appraisement and list of claims. It is also my will that my Executor shall have the same powers as are conferred upon trustees by the Texas Trust Act.

THIS I MAKE AND PUBLISH AS MY LAST WILL, hereunto signing and subscribing my name, this 19th day of April, 1991, in the presence of the undersigned witnesses, who attest the same at my request.

Marjorie M. Nugent
Marjorie M. Nugent

The above instrument was now here published as her Last Will and Testament, and signed and subscribed by Marjorie M. Nugent, the Testatrix, in our presence, and we, at her request, in her presence, and in the presence of each other, sign and subscribe our names thereto as attesting witnesses.

Sandy Hedges Daniel E. Bonis
Witness

Rubie
Witness

THE STATE OF TEXAS X

COUNTY OF PANOLA X

BEFORE ME, the undersigned authority, on this day personally appeared MARJORIE M. NUGENT, Dan Williams and Randall K. Harrison, known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, the said Marjorie M. Nugent, Testatrix, declared to me and to the said witnesses in my presence, that said instrument is her Last Will and Testament, and that she had willingly made and executed it as her free act and deed for the purposes therein expressed; and the said witnesses, each on his oath stated to me in the presence and hearing of the said Testatrix, that the said Testatrix had declared to them that said instrument is her Last Will and Testament, and that she executed same

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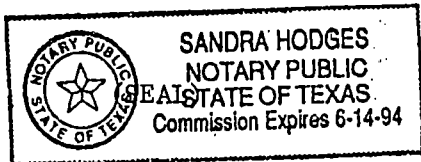
as such and wanted each of them to sign it as a witness; and upon their oaths each witness stated further that they did sign the same as witnesses stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request; that she was at that time eighteen years of age or over and was of sound mind; and that each of said witnesses was then at least fourteen years of age.

Marjorie M. Nugent
Marjorie M. Nugent

Samuel Williams
Witness

Ralston
Witness

SUBSCRIBED AND ACKNOWLEDGED BEFORE ME, by the said Marjorie M. Nugent, Testatrix, and subscribed and sworn to before me by the said Marjorie
Dan Williams, and Randall K. Harrison, Witnesses,
this 19th day of April, 1991.



Sandra Hodges
Notary Public, State of Texas
My Commission expires : 6-14-94

CAUSE NO. 8756

FILED FOR RECORD
IN MY OFFICE

AT 3:35 O'CLOCK P M.

IN RE THE ESTATE OF
MARJORIE M. NUGENT,
DECEASED

§ IN THE COUNTY COURT
§ MAY 7 1999
§ OF SUE GRAFTON
§ COUNTY CLERK, PANOLA COUNTY, TEXAS
§ PANOLA COUNTY, TEXAS
BY Clara M. [Signature] DEPUTY

13.00
/d

**PLAINTIFF'S FIRST REQUEST FOR PRODUCTION OF DOCUMENTS TO
RODERICK NUGENT, JR.**

To: Roderick Nugent, Jr.

Merrell Rhodes and Katie Sue Knapp, Plaintiffs herein ("Plaintiffs"), hereby serve Plaintiffs' Request for Production of Documents upon Roderick Nugent, Jr. ("Defendant"), pursuant to, and in accordance with, Tex. R. Civ. P. 167.

1. **Time of Production.** Defendant shall produce the documents designated below on or before the close of business on the 50th day after service of this request with the citation.

2. **Place of Production.** The documents designated shall be produced at the offices of Cotham, Harwell & Evans, A Professional Corporation, 8550 Katy Fwy., Suite 128, Houston, Texas 77024, or at such other place as mutually agreed upon by counsel for the parties.

3. **Scope of Production.** Defendant shall produce the designated documents that are under its care, custody, or control, including its constructive possession where Defendant has a right superior to Plaintiffs' right, if any, to compel production of said documents from a third party.

4. **Dispute Resolution and Agreed Extensions.** Plaintiffs' counsel hereby offers to discuss in good faith with counsel for Defendant any questions regarding perceived ambiguities in, or burdens associated with, Defendant's compliance with Plaintiffs' Request for Production in an effort to resolve any such issues or questions without the necessity for Court intervention. Nothing

herein, however, shall constitute any waiver of Plaintiffs' right to insist on Defendant's complete and timely compliance in the absence of any prior express agreement to the contrary.

5. **Definitions.** The following definitions shall apply for purposes of this request,

(a) **"Among"** shall mean between or among.

(b) **"Any"** shall mean any and all.

(c) **"Communication"** shall mean any manner in which the mental processes of one individual are related to another, including a written or spoken word or otherwise.

(d) **"Document"** or **"Documents"** shall mean any medium upon which information is or can be recorded, including without limitation, papers, books, letters, notes, diaries, calendars, appointment schedules, correspondence, telegrams, cables, telex messages, memoranda, notebooks, minutes, ledges, worksheets, journals, canceled checks, reports, summaries, photographs, maps, computer printouts, inventory lists, transcripts of testimony, mechanical means of voice reproduction of any notes, summaries, and transcripts and excerpts prepared from any of the foregoing, and where copies of the same document are dissimilar in any respect, both of said documents.

(e) **"Evidencing"** shall mean proving, indicating, or probative of the existence or nature of something.

(f) **"Person"** shall include any individual, corporation, association, partnership, or other entity, unless otherwise specified herein. Any reference to a person includes that person's directors, officers, agents, representatives, attorneys, and other persons subject to said person's control, if any.

(g) **"Defendant"**, **"you"**, or **"yours"** refers to Roderick Nugent, Jr. and its officers, directors, agents and employees.

"Plaintiffs' Interrogatories" shall refer to Plaintiffs' First Set of Interrogatories to Defendant, served concurrently herewith.

"Decedent" shall refer to Marjorie M. Nugent.

The **"1991 Will"** shall refer to the Will of Marjorie M. Nugent dated April 19, 1991.

The **"1978 Will"** shall refer to the Will of Marjorie M. Nugent as to which Tyler Bank and Trust filed an application to probate on August 28, 1997.

REQUEST FOR PRODUCTION

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All documents reflecting any will or codicil executed at any time by the decedent.

All documents reflecting any portions, drafts, revisions or prior versions of any will or codicil executed at any time by the decedent or which the decedent caused to be prepared, through her attorney or agent or otherwise, but which she never executed.

All documents reflecting the intent of the decedent with respect to the 1991 Will.

All documents reflecting the persons who participated in the decision to file the application to probate the 1978 Will and all documents reflecting the activities and conduct of such persons with respect to such application.

All documents tending to show that the decedent did not intend to completely disinherit Roderick Nugent, Jr. at the time of the execution of the 1991 Will.

All documents tending to show that the decedent did not intend to completely disinherit her grandchildren at the time of the execution of the 1991 Will.

All documents tending to show that you had knowledge of the 1991 Will at the time of filing of the application to probate the 1978 Will.

All documents tending to show that you had possession of the 1991 Will or a copy of same at the time of filing of the application to probate the 1978 Will.

All documents reflecting the assets or liabilities of the decedent.

All documents tending to show that the decedent did not revoke the 1978 Will.

All documents tending to show that the decedent did not, through the 1991 Will, revoke all of her previous wills.

All documents tending to show that Roderick Nugent, Jr. threatened to or actually did file a lawsuit or any type of claim against Marjorie Nugent.

All documents tending to show that one or more of the decedent's grandchildren threatened to or actually did file a lawsuit or any type of claim against Marjorie Nugent.

All documents tending to show that Roderick Nugent, Jr. is able to "amply provide for his family," including documents reflecting the following with respect to Roderick Nugent, Jr.:

his income from 1990 to the present;

his assets at any time from 1990 to the present;

his debts and liabilities from 1990 to the present; and,

payments made to or for the benefit of his children or other dependants from 1990 to the present.

All documents tending to show that the decedent intended that her son and grandchildren not receive any property upon her death because of the genuinely poor treatment she received from them over the course of several years.

All documents tending to show that the decedent's son and grandchildren ceased to visit her prior to the execution of the 1991 Will.

All documents reflecting the address or phone number of Daniel Williams and Randall K. Harrison.

All documents tending to show that the 1991 Will was not executed in compliance with Section 59 of the Texas Probate Code.

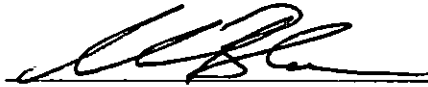
All documents tending to show that the 1991 Will is not valid or has been revoked.

All documents tending to show that the current will contest has not been filed or prosecuted in good faith.

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Dated: May 7, 1999.

Respectfully submitted,



Robert A. Sherman

State Bar No. 18245100

312 West Sabine

P. O. Box 351

Carthage, TX 75633

Telephone No.: (903) 693-2206

Fax No.: (903) 693-3292

W. Mark Cotham

State Bar No. 04858520

Mark C. Harwell

State Bar No. 09191700

Kirk W. Evans

State Bar No. 00787446

COTHAM, HARWELL & EVANS

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Fax No.: (713) 647-7512

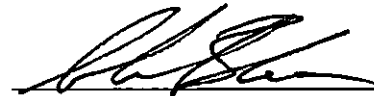
ATTORNEYS FOR APPLICANTS

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Plaintiff's First Request for Production of Documents to Roderick Nugent, Jr., has been served this 7th day of May, 1999, as follows:

Mr. John W. Noble
Attorney at Law
218 North Broadway, Suite 302
Tyler, Texas 75702

Mr. James T. Campbell
Peterson, Farris, Doores & Jones, P.C.
P.O. Box 9620
Amarillo, Texas 79105



Robert A. Sherman

AT 10:50 O'CLOCK A. M.

CAUSE NO. 8756

MAY 25 1999

IN RE THE ESTATE OF
MARJORIE M. NUGENT,
DECEASED

§
§
§
§
§

IN THE COUNTY COURT, PANOLA COUNTY, TEXAS
COUNTY CLERK, PANOLA COUNTY, TEXAS
BY M. L. Baze DEPUTY
7.00 Billed
PANOLA COUNTY, TEXAS

**RODERICK NUGENT, JR.'S GENERAL DENIAL AND
RESPONSE TO APPLICANTS' (I) APPLICATION FOR PROBATE OF WILL
AND FOR ISSUANCE OF LETTERS OF ADMINISTRATION; (II) APPLICATION
FOR IMPOSITION OF CONSTRUCTIVE TRUST TO CARRY OUT INTENT OF
DECEDENT; (III) CLAIM FOR TORTIOUS INTERFERENCE WITH INHERITANCE
RIGHTS; (IV) APPLICATION FOR DECLARATORY JUDGMENT; AND
(V) APPLICATION FOR APPOINTMENT OF TEMPORARY ADMINISTRATOR
PENDING CONTEST OF WILL**

TO THE HONORABLE JUDGE OF SAID COURT:

COMES NOW Roderick Nugent, Jr., Individually and as Executor of the Estate of Marjorie M. Nugent, Deceased (herinafter "Respondent"), and in answer to Applicants Merrell Rhodes and Katie Sue Knapp's (I) Application for Probate of Will and for Issuance of Letters of Administration; (II) Application for Imposition of Constructive Trust to Carry Out Intent of Decedent; (III) Claim for Tortious Interference with Inheritance Rights; (IV) Application for Declaratory Judgment; and (V) Application for Appointment of Temporary Administrator Pending Contest of Will (hereinafter "Application"), would respectfully show the Court as follows:

I.

Roderick Nugent, Jr., Respondent, hereby invokes Rule 92 of the Texas Rules of Civil Procedure and exercises his legal right to require Applicants to prove all of the allegations contained in their Application. Further, as he is entitled to do under the law, this Respondent

does hereby exercise his right to deny each and every, all and singular, the allegations of the Application so as to require the Applicants to prove their cause of action by a preponderance of the evidence.

II.

Without waiver of the foregoing, but in addition thereto, Roderick Nugent, Jr. would show that Applicants Merrell Rhodes and Katie Sue Knapp are not persons interested in the estate pursuant to Section 3 of the Texas Probate Code. Furthermore, Roderick Nugent, Jr. hereby denies that the appointment of a temporary administrator is necessary or proper under the facts and circumstances of this case.

WHEREFORE, PREMISES CONSIDERED, Respondent Roderick Nugent, Jr., Individually and as Executor of the Estate of Marjorie M. Nugent, Deceased, prays that the Application for relief filed by Applicants Merrell Rhodes and Katie Sue Knapp, be denied in all respects, that they take nothing by their suit, and that this Respondent recover his costs herein expended, and for such and other further relief, both general and special, at law and in equity, to which he may be justly entitled.

Respectfully submitted,

PETERSON FARRIS DOORES & JONES, P.C.
P. O. Box 9620
Amarillo, Texas 79105
806-374-5317; FAX: 806-372-2107

By: 

Bart N. Pruitt, SB# 16367900

James T. Campbell, SB# 03705800

ATTORNEYS FOR RODERICK NUGENT, JR.,
Individually and as Executor of the Estate of
Marjorie M. Nugent, Deceased

CERTIFICATE OF SERVICE

I hereby certify that on the 24th day of May, 1999, a true and correct copy of the foregoing document was delivered to the following by certified mail, return receipt requested:

Robert A. Sherman
312 West Sabine
P. O. Box 351
Carthage, TX 75633

W. Mark Cotham
Mark C. Harwell
Kirk W. Evans
Cotham, Harwell & Evans
8550 Katy Fwy, Suite 128
Houston, TX 77024



Bart N. Pruitt

AT 11:50 O'CLOCK A M.

CAUSE NO.8756

JUN 18 1999

IN RE THE ESTATE OF
MARJORIE M. NUGENT
DECEASED

§
§
§
§
§

IN THE COUNTY COURT
BY Wesley Danner DEPUTY
15.00 billed
PANOLA COUNTY, TEXAS

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS

ORIGINAL ANSWER

Comes Now Regions Bank in Tyler, Texas (formerly Tyler Bank and Trust, N.A., Tyler, Texas) (Regions Bank") and files its Original Answer to Plaintiffs' (1) Application For Probate and For Issuance of Letters of Administration; (II) Application for Imposition of Constructive Trust to Carry Out Intent of Decedent; (III) Claim for Tortious Interference with Inheritance Rights; (IV) Application for Declaratory Judgement; and (V) Application of Temporary Administrator Pending Contest of Will and would show the Court as follows:

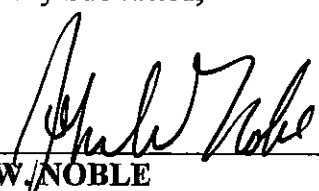
I. General Denial

1. Regions Bank denies generally every allegation contained in Plaintiffs' Original Petition and demands strict proof thereof by a preponderance of the credible evidence.

WHEREFORE, PREMISES CONSIDERED, Regions Bank request that:

1. Plaintiffs take nothing by this suit and that Regions Bank recover its costs.
2. The Court grant such other and further relief to which Regions Bank may be justly entitled.

Respectfully Submitted,



JOHN W. NOBLE
State Bar No. 15051000
218 N. College Suite #302
Tyler, Texas 75702
Telephone No.: (903) 592-6300
Fax No.: (903) 592-6312
ATTORNEY FOR REGIONS BANK
TYLER, TEXAS

VOL

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing answer has been mailed by certified mail, return receipt requested, on this 17th day of June, 1999.

Mr. Robert A. Sherman
Attorney at Law
312 West Sabine
P. O. Box 351
Carthage, Texas 75633

Mr. W. Mark Cotham
Mr. Mark C. Harwell
Mr. Kirk W. Evans
Cotham, Harwell & Evans
8550 Katy Fwy, Suite 128
Houston, Texas 77024

Mr. James T. Campbell
Attorney at Law
Peterson, Farris Coores & Jones, P.C.
P. O. Box 9620
Amarillo, Texas 79105



John W. Noble

at 1:30 O'CLOCK P. M.

AUG 4 1999

CAUSE NO. 8756

IN RE THE ESTATE OF
MARJORIE M. NUGENT,
DECEASED

§ IN THE
§
§
§
§ PANOLA COUNTY, TEXAS

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS

BY M. L. Beyer DEPUTY
COUNTY COURT \$ 3.00 Pl.

ORDER

IT IS ORDERED that (I) Application for Probate of Will and for Issuance of Letters of Administration; (II) Application for Imposition of Constructive Trust to Carry Out Intent of Decedent; (III) Claim for Tortious Interference with Inheritance Rights; (IV) Application for Declaratory Judgment; and (V) Application for Appointment of Temporary Administrator Pending Contest of Will, is hereby set for trial on the merits for 9:00 a.m. on September 22, 1999.

SIGNED this 4th day of August, 1999.


JUDGE PRESIDING

4:00 O'CLOCK P. M.

AUG 13 1999

CAUSE NO. 8756

IN RE THE ESTATE OF
MARJORIE M. NUGENT,
DECEASED

§ IN THE COUNTY OF
§
§
§
§ PANOLA COUNTY, TEXAS

SUE GRAFTON
CLERK, PANOLA COUNTY, TEXAS
M. L. Baez
DEPUTY
\$ 39.00 Billard

PLAINTIFFS' MOTION TO COMPEL AND TO BAR

Relief Requested

1. Plaintiffs Merrell Rhodes and Katie Sue Knapp request that Defendant Roderick Nugent, Jr. be ordered to produce documents that have been properly requested, that Defendant's objections to the requests be overruled, and that Defendant be barred from introducing evidence concerning the subject matter of any objection that is sustained.

Basis for Relief

2. Plaintiffs served twenty document request on Defendant with the petition in this case. Attached as Exhibit "A" is a copy of Plaintiffs' document request. Attached as Exhibit "B" is a copy of Defendant's response to the document request.

3. The Defendant Dr. Nugent has not produced a single document in response to the document request. This is despite the fact that there are several requests that the Defendant does not object to, and apparently agrees to produce the documents in response to the request. The Defendant further states that he will produce the documents to which he does not object at his attorney's offices in Amarillo, Texas. The Defendant has yet to produce document one.

4. The Plaintiffs want to inspect the original documents which should be produced in response to the document request. The Plaintiffs are further willing to travel to Amarillo to do so,

even though that location has absolutely nothing to do with the venue for this lawsuit. Plaintiffs further want, as is their right, to copy everything that is produced in response to the document request, and will do so at their own cost.

5. Plaintiffs request documents that go directly to whether or not the 1991 Marjorie M. Nugent Will should be admitted in probate. Defendant's objections to these requests involve the attorney-client and work product privileges. The requests go to such issues as the testatrix's intent, whether her statements in her 1991 Will are true, and what she meant to do with her property. There is no way that Dr. Nugent can have an attorney-client or work product privilege claim as to what his mother intended to do with her estate. Dr. Nugent has no standing to make those objections, and the objections should all be overruled.

6. Plaintiffs are willing to live with Defendant's objections if Defendant is barred from introducing any evidence on the issues on which he objects to in responding to Plaintiffs' discovery. Defendant should not be allowed to stand behind objections, and preclude Plaintiffs from obtaining discovery, on issues that go to the heart of whether or not the 1991 Will is the proper Will to admit in probate. Plaintiffs move the Court, in the alternative, to bar Defendant from introducing any evidence on any issue on which he objects to producing discovery in response to Plaintiffs' request.

Prayer

Plaintiffs respectfully request that all of the relief requested in this motion be granted, and for such other and further relief to which the Court may deem Plaintiffs are justly entitled to receive.

VOL 102 PAGE 222

Respectfully submitted,



Robert A. Sherman

State Bar No. 18245100

312 West Sabine

P. O. Box 351

Carthage, TX 75633

Telephone No.: (903) 693-2206

Fax No.: (903) 693-3292

W. Mark Cotham

State Bar No. 04858520

Mark C. Harwell

State Bar No. 09191700

Kirk W. Evans

State Bar No. 00787446

COTHAM, HARWELL & EVANS

A PROFESSIONAL CORPORATION

8550 Katy Fwy, Suite 128

Houston, Texas 77024

Telephone No.: (713) 647-7511

Fax No.: (713) 647-7512

ATTORNEYS FOR APPLICANTS

CERTIFICATION OF CONFERENCE

I hereby certify that Plaintiffs' counsel conferred with counsel for Defendant in an attempt to resolve the discovery issues prior to the filing of this motion and despite these efforts, was unable to reach an agreement on this discovery dispute.



Robert A. Sherman

CERTIFICATE OF SERVICE

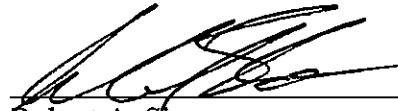
I hereby certify that a true and correct copy of the foregoing Motion to Compel and to Bar has been served as follows, this 13th day of August, 1999.

Mr. John W. Noble
Attorney at Law
218 North Broadway, Suite 302
Tyler, Texas 75702

CMRRR# Z 403 204 259

Mr. James T. Campbell
Peterson, Farris,
Doores & Jones, P.C.
P.O. Box 9620
Amarillo, Texas 79105

CMRRR# Z 403 204 260



Robert A. Sherman

EXHIBIT “A”

CAUSE NO. 8756

FILED FOR RECORD
IN MY OFFICE

IN RE THE ESTATE OF
MARJORIE M. NUGENT,
DECEASED

§
§
§
§
§

AT 3:35 O'CLOCK P. M.
IN THE COUNTY COURT
MAY 7 1999
OF
SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
BY Clara [Signature] DEPUTY

**PLAINTIFF'S FIRST REQUEST FOR PRODUCTION OF DOCUMENTS TO
RODERICK NUGENT, JR.**

To: Roderick Nugent, Jr.

Merrell Rhodes and Katie Sue Knapp, Plaintiffs herein ("Plaintiffs"), hereby serve Plaintiffs' Request for Production of Documents upon Roderick Nugent, Jr. ("Defendant"), pursuant to, and in accordance with, Tex. R. Civ. P. 167.

1. **Time of Production.** Defendant shall produce the documents designated below on or before the close of business on the 50th day after service of this request with the citation.
2. **Place of Production.** The documents designated shall be produced at the offices of Cotham, Harwell & Evans, A Professional Corporation, 8550 Katy Fwy., Suite 128, Houston, Texas 77024, or at such other place as mutually agreed upon by counsel for the parties.
3. **Scope of Production.** Defendant shall produce the designated documents that are under its care, custody, or control, including its constructive possession where Defendant has a right superior to Plaintiffs' right, if any, to compel production of said documents from a third party.
4. **Dispute Resolution and Agreed Extensions.** Plaintiffs' counsel hereby offers to discuss in good faith with counsel for Defendant any questions regarding perceived ambiguities in, or burdens associated with, Defendant's compliance with Plaintiffs' Request for Production in an effort to resolve any such issues or questions without the necessity for Court intervention. Nothing

herein, however, shall constitute any waiver of Plaintiffs' right to insist on Defendant's complete and timely compliance in the absence of any prior express agreement to the contrary.

5. **Definitions.** The following definitions shall apply for purposes of this request,

(a) **"Among"** shall mean between or among.

(b) **"Any"** shall mean any and all.

(c) **"Communication"** shall mean any manner in which the mental processes of one individual are related to another, including a written or spoken word or otherwise.

(d) **"Document" or "Documents"** shall mean any medium upon which information is or can be recorded, including without limitation, papers, books, letters, notes, diaries, calendars, appointment schedules, correspondence, telegrams, cables, telex messages, memoranda, notebooks, minutes, ledges, worksheets, journals, canceled checks, reports, summaries, photographs, maps, computer printouts, inventory lists, transcripts of testimony, mechanical means of voice reproduction of any notes, summaries, and transcripts and excerpts prepared from any of the foregoing, and where copies of the same document are dissimilar in any respect, both of said documents.

(e) **"Evidencing"** shall mean proving, indicating, or probative of the existence or nature of something.

(f) **"Person"** shall include any individual, corporation, association, partnership, or other entity, unless otherwise specified herein. Any reference to a person includes that person's directors, officers, agents, representatives, attorneys, and other persons subject to said person's control, if any.

(g) **"Defendant", "you", or "yours"** refers to Roderick Nugent, Jr. and its officers, directors, agents and employees.

"Plaintiffs' Interrogatories" shall refer to Plaintiffs' First Set of Interrogatories to Defendant, served concurrently herewith.

"Decedent" shall refer to Marjorie M. Nugent.

The **"1991 Will"** shall refer to the Will of Marjorie M. Nugent dated April 19, 1991.

The **"1978 Will"** shall refer to the Will of Marjorie M. Nugent as to which Tyler Bank and Trust filed an application to probate on August 28, 1997.

REQUEST FOR PRODUCTION

VOL. **102** PAGE **225**

All documents reflecting any will or codicil executed at any time by the decedent.

All documents reflecting any portions, drafts, revisions or prior versions of any will or codicil executed at any time by the decedent or which the decedent caused to be prepared, through her attorney or agent or otherwise, but which she never executed.

All documents reflecting the intent of the decedent with respect to the 1991 Will.

All documents reflecting the persons who participated in the decision to file the application to probate the 1978 Will and all documents reflecting the activities and conduct of such persons with respect to such application.

All documents tending to show that the decedent did not intend to completely disinherit Roderick Nugent, Jr. at the time of the execution of the 1991 Will.

All documents tending to show that the decedent did not intend to completely disinherit her grandchildren at the time of the execution of the 1991 Will.

All documents tending to show that you had knowledge of the 1991 Will at the time of filing of the application to probate the 1978 Will.

All documents tending to show that you had possession of the 1991 Will or a copy of same at the time of filing of the application to probate the 1978 Will.

All documents reflecting the assets or liabilities of the decedent.

All documents tending to show that the decedent did not revoke the 1978 Will.

All documents tending to show that the decedent did not, through the 1991 Will, revoke all of her previous wills.

All documents tending to show that Roderick Nugent, Jr. threatened to or actually did file a lawsuit or any type of claim against Marjorie Nugent.

All documents tending to show that one or more of the decedent's grandchildren threatened to or actually did file a lawsuit or any type of claim against Marjorie Nugent.

All documents tending to show that Roderick Nugent, Jr. is able to "amply provide for his family," including documents reflecting the following with respect to Roderick Nugent, Jr.:

his income from 1990 to the present;

his assets at any time from 1990 to the present;

his debts and liabilities from 1990 to the present; and,

payments made to or for the benefit of his children or other dependants from 1990 to the present.

All documents tending to show that the decedent intended that her son and grandchildren not receive any property upon her death because of the genuinely poor treatment she received from them over the course of several years.

All documents tending to show that the decedent's son and grandchildren ceased to visit her prior to the execution of the 1991 Will.

All documents reflecting the address or phone number of Daniel Williams and Randall K. Harrison.


All documents tending to show that the 1991 Will was not executed in compliance with Section 59 of the Texas Probate Code.

All documents tending to show that the 1991 Will is not valid or has been revoked.

All documents tending to show that the current will contest has not been filed or prosecuted in good faith.

Dated: May 7, 1999.

Respectfully submitted,



Robert A. Sherman
State Bar No. 18245100
312 West Sabine
P. O. Box 351
Carthage, TX 75633
Telephone No.: (903) 693-2206
Fax No.: (903) 693-3292

W. Mark Cotham
State Bar No. 04858520
Mark C. Harwell
State Bar No. 09191700
Kirk W. Evans
State Bar No. 00787446
COTHAM, HARWELL & EVANS
A PROFESSIONAL CORPORATION
8550 Katy Fwy, Suite 128
Houston, Texas 77024
Telephone No.: (713) 647-7511
Fax No.: (713) 647-7512

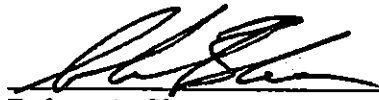
ATTORNEYS FOR APPLICANTS

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Plaintiff's First Request for Production of Documents to Roderick Nugent, Jr., has been served this 7th day of May, 1999, as follows:

Mr. John W. Noble
Attorney at Law
218 North Broadway, Suite 302
Tyler, Texas 75702

Mr. James T. Campbell
Peterson, Farris, Doores & Jones, P.C.
P.O. Box 9620
Amarillo, Texas 79105

A handwritten signature in black ink, appearing to read "R. Sherman", is written over a horizontal line.

Robert A. Sherman

EXHIBIT “B”

CAUSE NO. 8756

IN RE THE ESTATE OF	§	IN THE COUNTY COURT
	§	
MARJORIE M. NUGENT,	§	OF
	§	
DECEASED	§	PANOLA COUNTY, TEXAS

**RODERICK NUGENT, JR.'S RESPONSE TO
PLAINTIFFS' FIRST REQUEST FOR PRODUCTION OF DOCUMENTS**

TO THE HONORABLE JUDGE OF SAID COURT:

COMES NOW Roderick Nugent, Jr., Individually and as Executor of the Estate of Marjorie M. Nugent, Deceased (hereinafter "Defendant"), and files this his Response to Plaintiffs' First Request for Production of Documents.

**I.
OBJECTIONS**

Roderick M. Nugent, Jr., ("Dr. Nugent"), objects to the time and place of production as set forth in Plaintiffs' First Request for Production of Documents for the following reasons:

- a. Dr. Nugent is not required, and the rules do not provide, that the place of production of documents shall be at the offices of the attorney for the Plaintiffs. The offices of the attorney for the Plaintiffs are some six hundred miles from the office and home of Dr. Nugent. Additionally, the place of production is not even within the same county as the county of suit. For these reasons, all documents which shall be produced hereunder, shall be produced as they are kept in the ordinary course of business by Dr. Nugent for inspection and copying, at Plaintiffs' expense, at the offices of Peterson, Farris, Doores and Jones, 400 Amarillo National Plaza Two, 6th and Taylor, Amarillo, Texas, 79101.

- b. Dr. Nugent further objects to the time for production for the reason that the documents requested are voluminous and cannot reasonably be produced within the parameters set forth in Plaintiffs' First Request for Production of Documents. The documents will be produced at a mutually agreeable time and upon a mutually agreeable date.
- c. Dr. Nugent further objects to the Request for Production to the extent it makes definitions which broaden the scope of discovery beyond that intended by the Texas Rules of Civil Procedure and to the extent said definitions require the production of documents that fall within the attorney-client privilege, the party investigative privilege and/or the attorney work product privilege.
- d. Dr. Nugent further objects to the Request for Production of Documents for the reason that the requests are not numbered, as required by the Texas Rules of Civil Procedure. In this response Dr. Nugent has treated the requests as though they were numbered.

Subject to these objections, Dr. Nugent answers Plaintiffs' First Request for Production of Documents as follows:

II. RESPONSES

RESPONSE TO REQUEST FOR PRODUCTION NO. 1: To the extent Dr. Nugent has any such documents in his possession or under his control, these documents will be produced.

RESPONSE TO REQUEST FOR PRODUCTION NO. 2: To the extent Dr. Nugent has any such documents in his possession or under his control, these documents will be produced.

RESPONSE TO REQUEST FOR PRODUCTION NO. 3: Dr. Nugent objects to Request for Production No. 3 to the extent it seeks to discover documents protected by the attorney-client privilege and/or the attorney work product privilege and/or the party investigative privilege. Subject to these objections, these documents will be produced.

RESPONSE TO REQUEST FOR PRODUCTION NO. 4: Dr. Nugent objects to Request No. 4 to the extent it seeks the production of documents protected from disclosure by the attorney-client privilege, the attorney work product privilege, and/or the party investigative privilege, and/or the joint defense privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 5: Dr. Nugent objects to Request for Production No. 5 to the extent it seeks to discover documents protected from disclosure by the attorney work product privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 6: Dr. Nugent objects to Request for Production No. 6 to the extent it seeks to discover documents protected from disclosure by the attorney work product privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 7: Dr. Nugent objects to Request for Production No. 7 to the extent it seeks to discover documents protected from disclosure by the attorney work product privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 8: Dr. Nugent objects to Request for Production No. 8 to the extent it seeks to discover documents protected from disclosure by the attorney work product privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 9: These documents will be produced.

RESPONSE TO REQUEST FOR PRODUCTION NO. 10: Dr. Nugent objects to Request for Production No. 10 to the extent it seeks to discover documents protected from disclosure by the attorney work product privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 11: Dr. Nugent objects to Request for Production No. 11 to the extent it seeks to discover documents protected from disclosure by the attorney work product privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 12: Dr. Nugent objects to Request for Production No. 12 to the extent it seeks the production of documents protected from disclosure by the attorney-client privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 13: Dr. Nugent objects to Request for Production No. 13 to the extent it seeks to discover documents protected from disclosure by the attorney-client privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 14: Dr. Nugent objects to Request for Production No. 14 for the reason that it is overbroad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. Furthermore, Dr. Nugent objects to Request for Production No. 14 because it invades upon his right to privacy and is made for the purpose of harassment.

RESPONSE TO REQUEST FOR PRODUCTION NO. 15: Dr. Nugent objects to Request for Production No. 15 to the extent it seeks the production of documents protected from disclosure by the attorney-client privilege, the work product privilege and the party investigative privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 16: Dr. Nugent objects to Request for Production No. 16 to the extent it seeks the production of documents protected from disclosure by the attorney-client privilege, the work product privilege and the party investigative privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 17: To the extent any such documents are within the possession or control of Dr. Nugent, they will be produced.

RESPONSE TO REQUEST FOR PRODUCTION NO. 18: Dr. Nugent objects to Request for Production No. 18 to the extent it seeks the production of documents protected from disclosure by the attorney work product privilege.

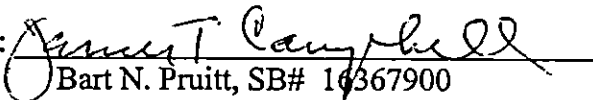
VOL 102 PAGE 232

RESPONSE TO REQUEST FOR PRODUCTION NO. 19: Dr. Nugent objects to Request for Production No. 19 to the extent it seeks the production of documents protected from disclosure by the attorney-client privilege, the work product privilege and the party investigative privilege.

RESPONSE TO REQUEST FOR PRODUCTION NO. 20: Dr. Nugent objects to Request for Production No. 20 to the extent it seeks the production of documents protected from disclosure by the attorney-client privilege, the work product privilege and the party investigative privilege.

Respectfully submitted,

PETERSON FARRIS DOORES & JONES, P.C.
P. O. Box 9620
Amarillo, Texas 79105
806-374-5317; FAX: 806-372-2107

By: 
Bart N. Pruitt, SB# 16367900

James T. Campbell, SB# 03705800

ATTORNEYS FOR RODERICK NUGENT, JR.,
Individually and as Executor of the Estate of
Marjorie M. Nugent, Deceased

CERTIFICATE OF SERVICE

I hereby certify that on the 28th day of June, 1999, a true and correct copy of the foregoing document was delivered to the following by certified mail, return receipt requested:

Robert A. Sherman
312 West Sabine
P. O. Box 351
Carthage, TX 75633

W. Mark Cotham
Mark C. Harwell
Kirk W. Evans
Cotham, Harwell & Evans
8550 Katy Fwy, Suite 128
Houston, TX 77024

and by regular mail to

Mr. John W. Noble
Attorney at Law
218 North Broadway, Suite 302
Tyler, TX 75702


James T. Campbell

RECORD
IN MY OFFICE

VOL 102 PAGE 234

3:10 O'CLOCK A. M.

AUG 13 1999

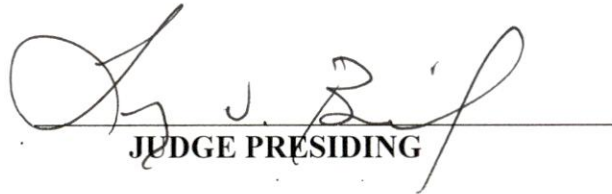
CAUSE NO. 8756

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXASIN RE THE ESTATE OF
MARJORIE M. NUGENT,
DECEASED§ IN THE
§
§
§
§ PANOLA COUNTY, TEXAS
BY M. L. Beyer COUNTY COURT DEPUTY
\$3.00 Billed

ORDER SETTING HEARING

IT IS ORDERED that Plaintiffs' Motion to Compel and to Bar is set for hearing before this Court at 9 o'clock A.m. on the 24th day of August, 1999.

SIGNED this 13th day of August, 1999.


JUDGE PRESIDING

11:10 O'CLOCK A. M.

CAUSE NO. 8756

SEP 1 1999

IN RE THE ESTATE OF

MARJORIE M. NUGENT,

DECEASED

§
§
§
§
§IN THE COUNTY COURT, SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS

OF

BY M. L. Bezen DEPUTY
\$ 9.00 Ad.

PANOLA COUNTY, TEXAS

MERRELL RHODES AND KATIE SUE KNAPP'S MOTION TO BIFURCATE TRIAL**To The Honorable Terry Bailey:**

Come Now, Merrell Rhodes and Katie Sue Knapp ("Applicants"), file this their motion to bifurcate trial and would respectfully show the Court as follows:

1. This is a will contest. Applicants seek to probate the last known will of the decedent, executed in 1991, and to have a constructive trust declared over the probate estate assets for the benefit of Applicants. In addition, Applicants seek a judgment against Roderick M. Nugent, Jr. and Tyler Bank and Trust, N.A., ("Respondents") who have wrongfully sought to probate a revoked 1978 will. Applicants seek a declaration that decedent revoked the 1978 will and an award of damages against Respondents for wrongfully interfering with Applicants' inheritance.

2. Applicants request that the Court bifurcate the case so as to have two separate trials. First, Applicants request that the Court adjudicate those issues (1) pertaining to which will should be probated, and (2) determining the identity and rights of the beneficiaries. Second, if the Court decides that the 1991 will should be probated and that Applicants are the beneficiaries of the probate estate, then the Court can conduct a second trial at a later date, if appropriate, as to the tortious interference claim.

3. The bifurcation of the trial will serve the best interests of the parties and of justice. Bifurcation of the trial avoids the expenditure of time and expense as to what might prove to be unnecessary issues. Additionally, should Applicants prevail in the first trial,

Applicants will then be in a better position to determine the extent of damages that they may have suffered.

Wherefore, premises considered, Applicants respectfully pray for this Court to order the bifurcation of this case, as set forth above, and for all further relief to which they have demonstrated their entitlement.

Dated: September 1, 1999.

Respectfully submitted,



Robert A. Sherman
State Bar No. 18245100
312 West Sabine
P. O. Box 351
Carthage, TX 75633
Telephone No.: (903) 693-2206
Fax No.: (903) 693-3292

W. Mark Cotham
State Bar No. 04858520
Mark C. Harwell
State Bar No. 09191700
Kirk W. Evans
State Bar No. 00787446
COTHAM, HARWELL & EVANS
A PROFESSIONAL CORPORATION
8550 Katy Fwy, Suite 128
Houston, Texas 77024
Telephone No.: (713) 647-7511
Fax No.: (713) 647-7512

ATTORNEYS FOR APPLICANTS

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Motion to Bifurcate Trial has been served as follows this 1 day of Sept., 1999:

Mr. John W. Noble
Attorney at Law
218 North Broadway, Suit 302
Tyler, Texas 75702

Mr. James T. Campbell
Peterson, Farris, Doores & Jones, P.C.
P.O. Box 9620
Amarillo, Texas 79105


Robert Sherman

AT 1:20 O'CLOCK P. M.

DEC 13 1999

CAUSE NO. 8756

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
M. R. Baze DEPUTYIN RE: ESTATE OF
MARJORIE NUGENT,
DECEASED§
§
§
§
§IN THE PROBATE COURT
OF
PANOLA COUNTY, TEXAS\$2.00
BilledAUTHENTICATED CLAIM OF FIRST NATIONAL BANK OF CARTHAGE

Farmers State Bank, successor in interest to First National Bank of Carthage, Texas, presents this claim to the Executor of the above-captioned estate, and shows:

I.

This claim is based on reimbursement of funds paid to the Department of the Treasury on the reclamation for Social Security Administration post-death payments, a true and correct copy of which is attached as Exhibit "A" and incorporated by reference the same as if fully copied and set forth at length.

II.

The amount of the claim is \$1,649.47 together with interest thereon at the rate of six percent (6%) per annum from and after June 7, 1998 plus \$3,155.00, together with interest thereon at the rate of six percent (6%) per annum from and after October 8, 1999. Claimant has paid and contracted to pay the Law Offices of Mike Parker, P.C. the reasonable and necessary sum of \$1,000.00 to

prepare, present, and collect this claim. Accordingly, Claimant is entitled to an additional \$1,000.00 as attorney's fees.

III.

Claimant desires to have the claim allowed and approved as a matured claim to be paid in due course of administration.

WHEREFORE, Claimant requests that the claim described above be allowed by the representative and approved and classified by the Court for its payment in due course of administration, in the sums set out above, together with attorney's fees of \$1,000.00.

Respectfully submitted,

LAW OFFICES OF MIKE PARKER
a Professional Corporation
109 South Sycamore Street
Post Office Box 1011
Carthage, Texas 75633
Telephone: (903) 693-4294
Facsimile: (903) 693-4358



MIKE PARKER
Texas State Bar No. 15494400

AUTHENTICATION

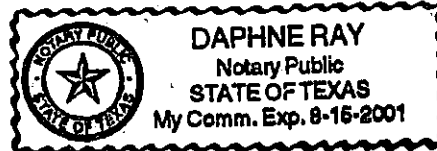
STATE OF TEXAS §
 §
COUNTY OF PANOLA §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Sandi Bardwell, who, being by me duly sworn, stated she is an authorized agent for Farmers State Bank, successor in interest to First National Bank of Carthage, Texas; that the claim described above is just and all legal offsets, payments and credits known to affiant have been allowed; and that the facts stated in the foregoing claim are true and correct.

Sandi Bardwell

SUBSCRIBED AND SWORN TO BEFORE ME by the above-named affiant on the 10th day of December, 1999, to certify which witness my hand and official seal.

Daphne Ray
Notary Public, State of Texas



For Paperwork Reduction Act Statement
and Burden Estimate Statement See
Side "Notice to Account Owners" Co.

6

02/23/96

OMB NO: 1510-0043
EXPIRATION DATE: 2/25/96**DIRECT DEPOSIT**ELECTRONIC FUNDS TRANSFER
FEDERAL RECURRING PAYMENTS

FROM: U.S. TREASURY DEPARTMENT
FINANCIAL MANAGEMENT SERVICE
REGIONAL FINANCIAL CENTER
P.O. BOX 12599
KANSAS CITY, MO 64116-0599

RECLAIM

NOTICE OF RECLAMATION DATE 8-19-99

DATE: 10/02/97

RECIPIENT AND/OR BENEFICIARY NAME

CLAIM NUMBER

DATE OF DEATH

MARJORIE M. NUGENT

11-19-96

DATE OF PAYMENT	AGENCY AND/OR TYPE OF PAYMENT	TRACE NUMBER	TYPE OF ACCOUNT	DEPOSITOR ACCOUNT NUMBER	AMOUNT
12-03-96	RSI-SSA	10103621	C	14	1,555.00
01-03-97	RSI-SSA	10103621	C	14	1,600.00
02-03-97	RSI-SSA	10103621	C	14	1,600.00
03-03-97	RSI-SSA	10103621	C	14	1,600.00
04-03-97	RSI-SSA	10103621	C	14	1,600.00
05-02-97	RSI-SSA	10103621	C	14	1,600.00

~~XXXXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXXXXXXXXXXXX~~

FORWARDED TO USSS FEB 10 1999

SEE PG 002

(DATE) OUTSTANDING TOTAL

A Immediately mail NOTICE TO ACCOUNT OWNERS (last copy of this form) to current address of the account owner. Inform the account owner(s) of any actions your financial institution has taken or intends to take. Sign Certification No. 1 on the back of the DISBURSING OFFICE COPY.

B Correct any error in the fact of death, date of death and/or outstanding total on the back of the DISBURSING OFFICE COPY.

C Take, as appropriate, one of the four steps below:

1 If the outstanding total was previously returned to the Government, attach copies of the front and back of the cancelled checks and/or proof that the payment was returned by ACH. Proceed with step D below.

2 If the amount in the account is equal to or exceeds the outstanding total, prepare one ACH return for each full payment described above. The ACH return method should always be used when returning one or more full payments. Proceed with step D below.

3 If the amount in the account is less than the outstanding total, and there is:

- only one payment listed above, then return the partial payment by check. (See 3b).
- more than one payment listed above, then prepare ACH return(s) for amount(s) equal to each full payment. Any remaining amount that does not equal a full payment must be returned by check. (See 3b).

b. Prepare a check made payable to: **U.S. DEPARTMENT OF THE TREASURY**
ONLY FOR AMOUNTS LESS THAN ONE FULL PAYMENT.

(Note: The amount in the account includes any additions to the account balance made after the receipt of this NOTICE.)

Provide the names and addresses of the withdrawers on the back of the DISBURSING OFFICE COPY. If it is a true statement of fact, you must sign Certification No. 2 on the back of the DISBURSING OFFICE COPY. Proceed with Step D below.

4 If the amount in the account is zero and no funds are available to return to the Government, provide the names and addresses of the withdrawers on the back of the DISBURSING OFFICE COPY. If it is a true statement of fact, you must sign Certification No. 2 on the back of the DISBURSING OFFICE COPY. Proceed with Step D below.

D Unless the outstanding total is returned by ACH within 45 days of the date on this NOTICE, return the PROGRAM AGENCY and DISBURSING OFFICE COPIES of this form to the disbursing office address shown in the upper right hand corner of the form.

YOUR FINANCIAL INSTITUTION IS LIABLE TO THE GOVERNMENT FOR THE ABOVE PAYMENT(S) AND FOR ALL GOVERNMENT BENEFIT PAYMENTS RECEIVED AFTER THE DEATH OR LEGAL INCAPACITY OF THE RECIPIENT OR THE DEATH OF THE BENEFICIARY AS SET FORTH IN 31 CFR PART 210. YOU MUST TAKE THE APPROPRIATE STEPS OUTLINED IN A THROUGH D ABOVE AND IN THE GREEN BOOK INSTRUCTIONS IN ORDER TO LIMIT YOUR LIABILITY. (See GREEN BOOK: RECLAMATIONS CHAPTER for detailed instructions.)

IF YOU DO NOT RESPOND APPROPRIATELY WITHIN 60 DAYS FROM THE DATE OF THIS REQUEST, YOU WILL NOT LIMIT YOUR LIABILITY AND YOUR FEDERAL RESERVE ACCOUNT OR THE ACCOUNT OF YOUR CORRESPONDENT WILL BE DEBITED FOR THE OUTSTANDING TOTAL.

ROUTING NUMBER: 1119 0414-1
TO: DIRECT DEPOSIT COORDINATOR

ACH RETURNS
ENTRY DATE

FIRST NATIONAL BANK
P.O. DRAWER A
CARTHAGE

TX 75633-0000

SEP 08 1999

EXHIBIT

A

AGENCY COPY

TO BE COMPLETED BY PROGRAM AGENCY

\$ 0.00

Amount Recovered

\$ 1205.53

Amount to Recover

[Signature]
Signature

8-19-99
Date

DEPARTMENT OF THE TREASURY
FINANCIAL MANAGEMENT SERVICE
PROGRAM MANAGEMENT DIVISION
FMS 133-9723

1023 OF 002

For Paperwork Reduction Act Statement
and Burden Estimate Statement See Reverse
Side "Notice to Account Owners" C

02/23/96

OMB NO: 1510-0043
EXPIRATION DATE: 2/96

DIRECT DEPOSIT

ELECTRONIC FUNDS TRANSFER
FEDERAL RECURRING PAYMENTS

FROM: **U.S. TREASURY DEPARTMENT
FINANCIAL MANAGEMENT SERVICE
REGIONAL FINANCIAL CENTER
P.O. BOX 12599
KANSAS CITY, MO 64116-0599**

NOTICE OF RECLAMATION

DATE: **10/02/97**

RECIPIENT AND/OR BENEFICIARY NAME

CLAIM NUMBER

DATE OF DEATH

MARJORIE M. NUGENT

D

11-19-96

DATE OF PAYMENT	AGENCY AND/OR TYPE OF PAYMENT	TRACE NUMBER	TYPE OF ACCOUNT	DEPOSITOR ACCOUNT NUMBER	AMOUNT
06-03-97	RSI-SSA	10103621	C	145	1,600.00
07-03-97	RSI-SSA	10103621	C	145	1,600.00
08-01-97	RSI-SSA	10103621	C	145	1,600.00

FEB 10 1998

XXXXXXXXXXXXXXXXXXXX
XXXXXXXXXXXXXXXXXXXX

FORWARDED TO USSS (DATE) **14,355.00**
OUTSTANDING TOTAL

A Immediately mail NOTICE TO ACCOUNT OWNERS (last copy of this form) to current address of the account owner. Inform the account owner(s) of any actions your financial institution has taken or intends to take. Sign Certification No. 1 on the back of the DISBURSING OFFICE COPY.

B Correct any error in the fact of death, date of death and/or outstanding total on the back of the DISBURSING OFFICE COPY.

C Take, as appropriate, one of the four steps below:

1 If the outstanding total was previously returned to the Government, attach copies of the front and back of the cancelled checks and/or proof that the payment was returned by ACH. Proceed with step D below.

2 If the amount in the account is equal to or exceeds the outstanding total, prepare one ACH return for each full payment described above. The ACH return method should always be used when returning one or more full payments. Proceed with step D below.

3 If the amount in the account is less than the outstanding total, and there is:
(1) only one payment listed above, then return the partial payment by check (See 3b).
(2) more than one payment listed above, then prepare ACH return(s) for amount(s) equal to each full payment. Any remaining amount that does not equal a full payment must be returned by check (See 3b).

010889 **b.** Prepare a check made payable to: **U.S. DEPARTMENT OF THE TREASURY**
ONLY FOR AMOUNTS LESS THAN ONE FULL PAYMENT.

(Note: The amount in the account includes any additions to the account balance made after the receipt of this NOTICE.)
Provide the names and addresses of the withdrawers on the back of the DISBURSING OFFICE COPY. If it is a true statement of fact, you must sign Certification No. 2 on the back of the DISBURSING OFFICE COPY. Proceed with Step D below.

4 If the amount in the account is zero and no funds are available to return to the Government, provide the names and addresses of the withdrawers on the back of the DISBURSING OFFICE COPY. If it is a true statement of fact, you must sign Certification No. 2 on the back of the DISBURSING OFFICE COPY. Proceed with Step D below.

D Unless the outstanding total is returned by ACH within 45 days of the date on this NOTICE, return the PROGRAM AGENCY and DISBURSING OFFICE COPIES of this form to the disbursing office address shown in the upper right hand corner of the form.

YOUR FINANCIAL INSTITUTION IS LIABLE TO THE GOVERNMENT FOR THE ABOVE PAYMENT(S) AND FOR ALL GOVERNMENT BENEFIT PAYMENTS RECEIVED AFTER THE DEATH OR LEGAL INCAPACITY OF THE RECIPIENT OR THE DEATH OF THE BENEFICIARY AS SET FORTH IN 31 CFR PART 210. YOU MUST TAKE THE APPROPRIATE STEPS OUTLINED IN A THROUGH D ABOVE AND IN THE GREEN BOOK INSTRUCTIONS IN ORDER TO LIMIT YOUR LIABILITY. (See GREEN BOOK: RECLAMATIONS CHAPTER for detailed instructions.)

IF YOU DO NOT RESPOND APPROPRIATELY WITHIN 60 DAYS FROM THE DATE OF THIS REQUEST, YOU WILL NOT LIMIT YOUR LIABILITY AND YOUR FEDERAL RESERVE ACCOUNT OR THE ACCOUNT OF YOUR CORRESPONDENT WILL BE DEBITED FOR THE OUTSTANDING TOTAL.

ROUTING NUMBER: **1119 0414 7**
TO: **DIRECT DEPOSIT COORDINATOR
FIRST NATIONAL BANK
P.O. DRAWER A
CARTHAGE TX 75633-0000**

TO BE COMPLETED BY PROGRAM AGENCY	
\$	\$
Amount Recovered	Amount to Recover
Signature	Date
DEPARTMENT OF THE TREASURY FINANCIAL MANAGEMENT SERVICE PROGRAM MANAGEMENT DIVISION FMS 1510-0043-002 OF 002	

SEP 08 1999
FEB DALLAS

PROGRAM AGENCY COPY

Vol 105 Page 610

A. Notice of Reclamation

I. Total Amount Due \$14,355.00 Total Amount Refunded \$3,151.16 To Be Recovered By Agency \$11,203.84

II. The amount of \$ 3,151.16 was deposited for credit in the account of the _____ DISBURSING OFFICER _____ on _____

Certificate of Deposit No. 735677 dated 02/11/98

DR. 4.20 Confirmed Deposits

CR. 4.10 Net D.O. Transaction - Station Code 600

DISBURSING OFFICER _____

Trust Fund or Appropriation Symbol 006

02-11-98 DATE

B. Further Action

☒ No further action being taken.

☐ Request for Debit for \$ _____ forwarded to FRE on _____

THIS BLOCK FOR FINANCIAL INSTITUTION USE

If information on the face of this form is WRONG, check appropriate box, and enter the corrections below.

☐ Recipient/beneficiary did not die; financial institution will not take further action.

☐ Date of death is wrong. Date of death from death certificate is _____

☐ Adjusted Outstanding Total (total of payments received after the correct date of death):
(The Adjusted Outstanding Total is used by the financial institution if it is less than the OUTSTANDING TOTAL shown on the face of the form.): \$ _____

☐ Adjusted outstanding total is greater than outstanding total on face of this form. (See Green Book for detailed instructions.)

IF LESS THAN THE OUTSTANDING TOTAL IS BEING PAID, PROVIDE THE NAMES AND ADDRESSES OF THE PERSONS WHO WITHDREW FROM THIS ACCOUNT: Bemie Tiede, Randa County Jail, Carthage, TX 75633

as per legal advisor Mike Parker, Attorney for Bank

(If the names of withdrawers cannot be determined, provide names of co-owners or persons with access to the account and explain why names of withdrawers cannot be provided.)

CERTIFICATION NO. 1

This certifies that the Notice to Account Owners form was mailed to the owners of the account at the addresses on the records of this financial institution on 8-18-97

If a correction has been made to the fact or date of death, this certifies that the date of death entered above is correct and that this financial institution took prudent measures to assure that the person is alive or that the date of death was erroneous.

CERTIFICATION NO. 2

In accordance with 31 CFR 210, this certifies that this financial institution received the Notice of Reclamation on 10-6-97 and first learned of the death on 8-18-97. The financial institution had no knowledge of the death or legal incapacity of the recipient or death of the beneficiary at the time any of the payments listed were credited to or withdrawn from the account. An amount equal to the amount remaining in the account, including any additions to the account balance since the receipt of this notice, has been paid to the Government.

Signed _____

President

Title

Date

02/04/98

Signed _____

Title

Date

1/19/1998

VOL 105 PAGE 611

For Paperwork Reduction Act Statement and Burden Estimate Statement
See Reverse Side "Financial Institution Copy"

OMB No.: 1510-0043
Expiration Date: 11/30/92

FMS FORM 135 EDITION OF 3-89 IS OBSOLETE DEPARTMENT OF THE TREASURY FINANCIAL MANAGEMENT SERVICE PHONE #816-414-2150	REQUEST FOR DEBIT ELECTRONIC FUNDS TRANSFER FEDERAL RECURRING PAYMENTS
TO: FEDERAL RESERVE BANK ACH COORDINATOR FRB OF DALLAS P.O. BOX 655906 DALLAS TX 75265-5906	
FROM: DEPARTMENT OF THE TREASURY P.O. BOX 12599-0599 KANSAS CITY, MO 64116-0599	NAME OF REPRESENTATIVE PAYEE AND/OR BENEFICIARY MARJORIE M. NUGENT
AUTHORIZED BY: <i>Sandra Houston</i> FOR: JACK ADAMS DIRECTOR, FINANCIAL CENTER	DEPOSITOR ACCOUNT NUMBER 14 TYPE OF ACCOUNT CHECKING
DATE: 08-31-99 08-31-99	DATE OF TFS-133 10/02/97

Please debit the appropriate account for the above identified financial institution for the above amount which represents liability to the Government for recurring payments issued after the date of non-entitlement due to the death or legal incapacity for the individual shown.

Please complete the attached SF-215, Certificate of Deposit, debit the appropriate account for the above financial institution, make the appropriate entry on the Treasury's daily transcript, and complete the information below on all copies of the Request for Debit.

The original and D copy of the Request for Debit and the attachments should be forwarded to the above financial institution. The A & B copies of the Request for Debit should be returned to the Treasury Financial Center above. The C copy is for your records.

ENCLOSURE

TO BE COMPLETED BY FRB

CERTIFICATE OF DEPOSIT NO. D 679682	DATE OF DEPOSIT 08-31-99
---	------------------------------------

SEP 08 1999

FRB DALLAS

FINANCIAL INSTITUTION COPY

INTEGRATED ACCOUNTING SYSTEM
ADVICE TEXT

09/08/99

10:38:03

AEQ451C
AE451A
* BATCH NR 224600004 REF NR 0001 TRAN CD 57064 TRAN DESC ACH ADJUSTMENTS *
** FARMERS STATE BANK-CARTHAGE BRANCH ** INST NR .47 BRCH NR 0000 *
** P.O. DRAWER A ** DEBIT *
** CARTHAGE ** AMOUNT 3,155.00 *
* PROC DATE 09/08/99 TX 75633 ** AVAIL DATE 09/08/99 RSN/FLT CD RESP NR *

ELECTRONIC FUNDS - ACH

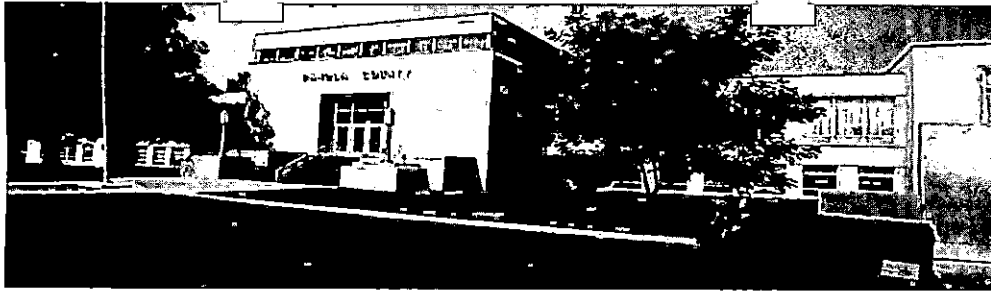
CHARGING YOUR ACCOUNT FOR REQUEST FOR

DEBIT FROM TREASURY

DEPOSIT TICKET NUMBER DPTK

PREPARER BAM

CREDIT



County of Panola

Carthage, Texas

75633

SUE GRAFTON
COUNTY CLERK

DECEMBER 31, 1999

RODERICK M. NUGENT, JR.
800 S AVONDALE
AMARILLO, TEXAS 79106

REF: CLAIM - PROBATE CAUSE NO. 8756 - MARJORIE NUGENT

DEAR MR. NUGENT, JR.

PLEASE BE ADVISED THAT FARMERS STATE BANK SUCCESSOR IN INTEREST TO FIRST NATIONAL BANK, P. O. DRAWER A, CARTHAGE, TEXAS 75633, HEREIN CALLED CLAIMANT, HAS FILED A CLAIM AGAINST THE ESTATE OF MARJORIE NUGENT, DECEASED.

YOU HAVE THIRTY (30) DAYS FROM DECEMBER 13, 1999, TO COME BY THIS OFFICE AND EITHER APPROVE OR REJECT THIS CLAIM.

ENCLOSED IS A COPY OF THE CLAIM WE RECEIVED.

RESPECTFULLY SUBMITTED,

SUE GRAFTON, COUNTY CLERK
SG:mlb
ENCLOSURES

CC: JAMES T. CAMPBELL - PETERSON, FARRIS, DOORES & JONES
MIKE PARKER

ACCEPTED _____

REJECTED _____

AT 2:40 O'CLOCK P M.

CAUSE NO. 8756

JAN 6 2000

IN RE THE ESTATE OF
 MARJORIE M. NUGENT,
 DECEASED.

§
 §
 §
 §
 §

IN THE
 COUNTY
 OF
 PANOLA COUNTY, TEXAS

SUE GRAFTON
 COUNTY CLERK, PANOLA COUNTY, TEXAS
 BY Mickey Danna DEPUTY
 OF

**APPLICATION FOR APPOINTMENT OF TEMPORARY ADMINISTRATOR
 PENDING CONTEST OF WILL AND FOR AN ACCOUNTING**

Applicants Katie Sue Knapp and Merrell Rhodes ("Applicants") file this their Application for Appointment of Temporary Administrator Pending Contest of Will and for an Accounting.

INTRODUCTION

1. Roderick M. Nugent, Jr. ("Dr. Nugent") is currently acting as the Independent Executor of the Estate of Marjorie M. Nugent under the Decedent's 1978 Will. A Will contest is currently pending between the Applicants and Dr. Nugent. The Texas Probate Code provides for the appointment of a temporary administrator in such instance.

2. Applicants also believe that Dr. Nugent was an integral part of a scheme with the prior administrator of the estate which resulted in over one-half million dollars from the Nugent Estate to be paid for the benefit of his children. Nugent Estate money was used to pay the tax liabilities associated with a separate trust for which Dr. Nugent's children are the beneficiaries.

3. Applicants seek the removal of Dr. Nugent as independent executor and the appointment of a temporary administrator with the specific power and authority to investigate and prosecute claims against Dr. Nugent for his conduct throughout this proceeding including as

executor. Applicants also seek an accounting from Dr. Nugent for the estate while he was acting as executor.

BACKGROUND FACTS

4. The Decedent, Marjorie M. Nugent, was murdered by Bernhardt Tiede, II ("Tiede") in late 1996. Tyler Bank & Trust, NA, in tandem with Dr. Nugent, initiated this probate proceeding under a Will which Ms. Nugent made in 1978. Ms. Nugent made two other Wills after her 1978 Will.

5. Ms. Nugent left a written Will in 1991 (the "1991 Will") which (1) specifically disinherited her son, Dr. Nugent, and all of her grandchildren; (2) devised all of her property to Tiede; and (3) revoked all of her previous Wills.

6. Ms. Nugent left a written Will in 1987 (the "1987 Will") which (1) left \$1,000.00 cash each to her son, Dr. Nugent, and his wife; (2) left the remainder of her property in trust, ultimately for the benefit of her grandchildren; and (3) revoked all of her previous Wills.

7. Ms. Nugent's only grandchildren, being the four children of Dr. Nugent, have disclaimed any right to inherit or otherwise receive any property of the Decedent under her Wills or through any other means. Thus, the four grandchildren were not made parties to this action, do not have any stake in this action, and cannot take anything from Ms. Nugent's estate.

8. Applicants are the Decedent's only two siblings. Ms. Nugent either specifically or effectively disinherited her only son in both the 1991 and 1987 Wills. Ms. Nugent's only four grandchildren were either disinherited, or specifically disclaimed any interest, in all of Ms. Nugent's

Wills. Thus, under the 1991 or the 1987 Will, if either are found to be valid, Applicants, as Decedent's next heirs at law, are entitled to receive the entire estate of Ms. Nugent.

9. Despite the existence of the 1991 Will and the 1987 Will, and the fact that both of these Wills revoked all prior Wills, Tyler Bank & Trust, in concert with Dr. Nugent, filed an application to probate the Decedent's 1978 Will on August 28, 1997. Tyler Bank & Trust initially acted as administrator of the Nugent Estate, until pursuant to an agreed application, Dr. Nugent was appointed independent executor of the Nugent Estate under the 1978 Will.

10. In May, 1998, Tyler Bank & Trust, NA, acting in concert with Dr. Nugent, took over one-half million dollars from the Nugent Estate and used it to benefit Dr. Nugent's children. Tyler Bank & Trust and Dr. Nugent improperly used funds of Ms. Nugent's estate to satisfy the huge tax liabilities of a separate trust for which his children are beneficiaries. The Nugent Estate and the separate trust collectively had a large tax liability. The estate and trust entities should have each paid their pro rata share of the tax liability. Instead, Tyler Bank & Trust and Dr. Nugent used funds solely from the Nugent Estate to satisfy the tax liability of both the estate and the trust. The trust paid nothing to satisfy its tax liability.

11. On May 7, 1999, Applicants filed a Will contest seeking to admit the 1991 Will to probate and a declaration that the 1978 Will is invalid and was revoked by the 1991 Will. Applicants were still investigating and attempting to obtain a copy of the 1987 Will when they filed the application to probate the 1991 Will.

ARGUMENT AND AUTHORITIES.

12. The Texas Probate Code specifically provides for the appointment of a temporary administrator during the pendency of a will contest. *See* Texas Probate Code Sec. 132(a).

13. There is a contest concerning the probate of a will, or more particularly, concerning which of a number of wills is the proper one to control in his probate proceeding. Because of the time which may elapse in settling this controversy, it is necessary and will be advantageous and, therefore, in the interest of the Estate to require the appointment of a temporary administrator of the estate pending resolution of the will contest.

14. In addition, the appointment of a temporary administrator is particularly appropriate here where the current executor, in concert with Tyler Bank & Trust, has unlawfully distributed valuable assets of the Estate for the benefit of his children. Dr. Nugent is also the trustee of the trust in issue, creating an intolerable conflict with him acting as executor of the Nugent Estate.

15. Applicants request that the Court appoint an individual who is not disqualified by law to act as temporary administrator of the Estate, with such appointment to continue in force during the pendency of the Will contest or until a permanent personal representative has been duly appointed and qualified or until further orders of this Court.

16. Applicants further request that the Court vest the temporary administrator with such powers as the Court determines are appropriate and specifically grant the administrator the power to investigate and prosecute claims which the Estate may possess against Tyler Bank & Trust, Dr. Nugent, and any others who may have been involved in using estate assets to pay the trust tax liability, or otherwise absconding with, wrongfully dissipating or converting estate assets.

17. Applicants further seek an order directing Dr. Nugent to turn over all assets of the Nugent Estate to the temporary administrator appointed by this Court.

18. Applicants further demand and request that the Court order Dr. Nugent to render a full and complete sworn accounting for the Nugent Estate, to be delivered to the Court, the newly appointed temporary administrator, and applicants. Applicants request that the accounting include, without limitation, a detailed description of (1) the property belonging to the Estate which has come into Dr. Nugent's hands; (2) the disposition that has been made of such property; (3) the debts that have been paid; (4) the debts and expenses, if any, still owing by the Estate; (5) the property of the Estate still remaining in his hands; and (6) any and all other facts which may be necessary for a full and definite understanding of the exact condition of the Estate.

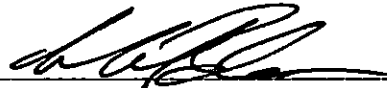
Prayer

Applicants respectfully request that the Court appoint a temporary administrator with such powers as it determines are appropriate, including without limitation, the powers to investigate and prosecute any and all claims against Tyler Bank & Trust, Dr. Nugent, and any others who may have misused Estate property, that letters of administration be issued to the temporary administrator, that Dr. Nugent be ordered to turn over all property of the Estate to the temporary administrator and render a full and complete accounting of the Estate, and for such other and further relief, which applicants may show themselves justly entitled to receive.

Dated this 6th day of January, 2000.

VOL 105 PAGE 618

Respectfully submitted,



Robert A. Sherman

State Bar No. 18245100

312 West Sabine

P. O. Box 351

Carthage, TX 75633

Telephone No.: (903) 693-2206

Fax No.: (903) 693-3292

W. Mark Cotham

State Bar No. 04858520

Mark C. Harwell

State Bar No. 09191700

Kirk W. Evans

State Bar No. 00787446

COTHAM, HARWELL & EVANS

A PROFESSIONAL CORPORATION

8550 Katy Fwy, Suite 128

Houston, Texas 77024

Telephone No.: (713) 647-7511

Fax No.: (713) 647-7512

ATTORNEYS FOR APPLICANTS

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Application for Appointment of Temporary Administrator Pending Contest of Will and for an Accounting has been served as follows, this 6th day of January, 2000, via U.S. First Class Mail, postage prepaid.

Mr. John W. Noble
Attorney at Law
218 North Broadway, Suite 302
Tyler, Texas 75702

Mr. James T. Campbell
Peterson, Farris,
Doores & Jones, P.C.
P.O. Box 9620
Amarillo, Texas 79105



Robert A. Sherman

VOL 105 PAGE 62

FILED FOR RECORD
IN MY OFFICE

AT 2:25 O'CLOCK P M.

JAN 10 2000

CAUSE NO. 8756

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS

BY M. L. Baze DEPUTY

IN RE THE ESTATE OF
MARJORIE M. NUGENT,
DECEASED

§ IN THE COUNTY COURT
§
§ OF
§
§ PANOLA COUNTY, TEXAS

ORDER SETTING HEARING

IT IS ORDERED that the Application for Appointment of Temporary Administrator Pending Contest of Will and for an Accounting, filed by Applicants Katie Sue Knapp and Merrell Rhodes, is set for hearing before this Court at 9:30 o'clock A.m. on the 21st day of January, 2000.

SIGNED this 7 day of January, 2000.

L. R. P.
JUDGE PRESIDING

Vol. 105 Page 821
 FILED FOR RECORD
 IN MY OFFICE
 AT 9:00 O'CLOCK A M.

JAN 21 2000

CAUSE NO. 8756

SUE GRAFTON
 COUNTY CLERK, PANOLA COUNTY, TEXAS
 BY Clara Jones DEPUTY

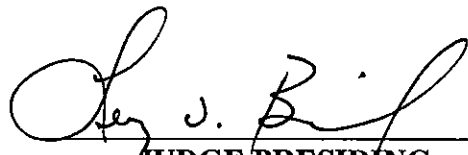
IN RE THE ESTATE OF
 MARJORIE M. NUGENT,
 DECEASED

§ IN THE COUNTY COURT
 §
 § OF
 §
 § PANOLA COUNTY, TEXAS

ORDER RESETTING HEARING

IT IS ORDERED that the Application for Appointment of Temporary Administrator Pending Contest of Will and for an Accounting, filed by Applicants Katie Sue Knapp and Merrell Rhodes, currently set for hearing before this Court at 9:30 o'clock a.m. on the 21st day of January, 2000, is hereby reset for hearing at 9:30 o'clock a.m. on the 28th day of January, 2000.

SIGNED this 21 day of January, 2000.


 JUDGE PRESIDING

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AT 11:25 O'CLOCK A. M.

AUG 29 2000

CAUSE NO. 8756

IN RE: ESTATE OF
MARJORIE NUGENT,
DECEASED
TEXAS

§
§
§
§
§

IN THE PROBATE COURT
OF
PANOLA COUNTY,

SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
BY M. L. Bager DEPUTY

**ORDER APPROVING SETTLEMENT AND
FINAL JUDGMENT WITH RESPECT TO THE CLAIMS
ASSERTED BY THE PROPONENTS OF THE 1991 WILL**

CAME ON TO BE HEARD this 18 day of August, 2000 the application of MERRELL RHODES and KATIE SUE KNAPP ("the Proponents of the 1991 Will") on the one hand, and RODERICK N. NUGENT, Individually and as Independent Executor of the Estate of Marjorie M. Nugent, REGIONS BANK IN TYLER, TEXAS, f/k/a TYLER BANK AND TRUST, N.A. ("Regions Bank") and the children and wife of Roderick M. Nugent on the other hand (referred to collectively herein as "the Respondents") to approve the parties' Settlement Agreement and to enter a Final Judgment with respect to the 1991 Will Proponents. After reviewing the pleadings and the aforementioned application, the Court is of the opinion that said application should be in all respects **GRANTED. IT IS THEREFORE, ORDERED, ADJUDGED AND DECREED THAT:**

1. The "Compromise Settlement Agreement, Release and Agreement Requiring Quitclaims" ("the Settlement Agreement") entered into by and between the parties is hereby **APPROVED**; and
2. The claims made by the Proponents of the 1991 Will were brought in good faith. Therefore, pursuant to § 243 of the Texas Property Code the

attorneys representing the Proponents of the 1991 Will are entitled to recover their reasonable and necessary attorneys' fees out of the assets conveyed by the Estate of Marjorie M. Nugent pursuant to the Settlement Agreement; and

3. The attorneys' fee agreement by and between the Proponents of the 1991 Will is fair and reasonable; and
4. The attorneys representing the Proponents of the 1991 Will have and recover thirty percent (30%) of the total amount of the value of the assets conveyed by the Estate of Marjorie M. Nugent pursuant to the Settlement Agreement mentioned in paragraph 1 above; and
5. Pursuant to the terms of the Settlement Agreement the Court hereby **ORDERS** that MERRELL RHODES and KATIE SUE KNAPP are the real parties in interest and are the assignees and owners of the claims made by the Estate of Marjorie M Nugent in certain lawsuits.¹ Furthermore, the Court **ORDERS** that if it is deemed necessary, MERRELL RHODES and KATIE SUE KNAPP have the right to be substituted as the real parties in interest in the lawsuits described below.

However, the Court hereby acknowledges that a formal substitution of

¹ (1) *The Estate of Marjorie M. Nugent, By and Through Rod M. Nugent, Jr. Executor vs. Farmer's State Bank, Center, Texas, a successor through acquisition of Carthage Bancshares, Inc. and First National Bank of Carthage*, Cause No. 199-A-004, in the 123rd District Court in and for Panola County, Texas; (2) Certain of the claims and liabilities currently pending in the suit styled *Tyler Bank and Trust, N.A. Tyler Texas, as Executor of the Estate of Marjorie M. Nugent, Deceased, vs. Bernhardt Tiede, II, Et. Al. and Joe Mosier, Intervenor vs. Bernhardt Tiede, II, Et. Al.*, Cause No. 1997-305 in the County Court at Law of Panola County, Texas (said claims and liabilities being more fully described in the Settlement Agreement and Exhibits attached thereto).

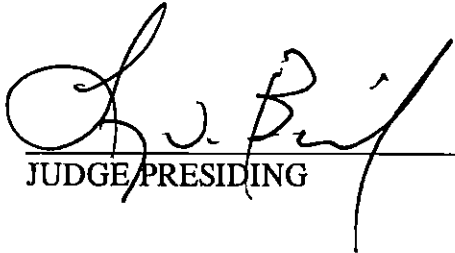
VOL 105 PAGE 624

parties may not in fact be necessary or desirable and hereby grants MERRELL RHODES and KATIE SUE KNAPP the right to continue prosecution of said suits in the name of the Estate of Marjorie M. Nugent, if same is allowed by applicable law.

6. All claims asserted by MERRELL RHODES and KATIE SUE KNAPP are hereby dismissed with prejudice.

7. All relief not expressly granted herein is DENIED.

Signed and entered this 18 day of August, 2000.


JUDGE PRESIDING

AGREED AS TO FORM AND SUBSTANCE:

PETERSON, FARRIS, DOORES & JONES, P.C.
P.O. Box 9620
Amarillo, TX 79105
(806) 374-5317
FAX: 372-2107

By: 

Bart N. Pruitt

State Bar No. 16367900

ATTORNEYS FOR RESPONDENTS:
SYLVIA NUGENT; RODERICK M. NUGENT,
INDIVIDUALLY AND AS EXECUTOR OF
THE ESTATE OF MARJORIE M. NUGENT;
SHANNA LEIGH NUGENT; MATHEW TOD
NUGENT; and ALEXANDRIA LYNNE NUGENT

The Law Office of Robert M. Sherman
312 West Sabine
P. O. Box 351
Carthage, TX 75633

By: 

Robert M. Sherman

State Bar No.

ATTORNEY FOR THE PROPONENTS
OF THE 1991 WILL

Mr. John W. Noble
Attorney at Law
218 North Broadway, Suite 302
Tyler, TX 75702

By: 

John W. Noble

State Bar No. 

ATTORNEY FOR REGIONS BANK IN TYLER,
TEXAS, f/k/a TYLER BANK AND TRUST, N.A.

FILED FOR RECORD
IN MY OFFICE

VOL 105 PAGE 62

AT 1:50 O'CLOCK P. M.

OCT 30 2000

INTERNAL REVENUE SERVICE

Area
Director

ESTATE TAX CLOSING LETTER

Estate of Marjorie M Nugent
% Dr. Roderick Nugent Jr., Executor
800 So. Avondale St.
Amarillo, Texas 79106

DEPARTMENT OF THE TREASURY

SOE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS
1515 Commerce St., Ft. Worth, TX 76102
BY M. L. Grafton DEPUTY

Date: OCT 18 2000

Social Security Number: 190

Date of Death: August 18, 1997

State Death Tax Credit: \$275,358.88

Net Federal Estate Tax: \$1,346,453.08

Person to Contact: Lee Schwemer
(817) 978-3183

FEDERAL ESTATE AND GENERATION-SKIPPING TRANSFER TAX CLOSING LETTER

The net Federal estate tax and the amount of the state death tax credit are shown above. The Federal tax does not include any interest or penalties which may have been assessed. This letter is evidence that the return has either been accepted as filed or a correction has been made during processing which resulted in the tax liability shown above. This is neither a bill for tax due, nor is it a receipt for payment.

You should keep this letter and evidence of payment of the tax as a permanent record. Your attorney may need this letter to close any state probate proceedings. The state inheritance tax authority will generally require a copy of this letter as evidence that a determination has been made of the net Federal estate tax liability.

If the executor /personal representative has requested a discharge of personal liability under Section 2204 and/or 6905 of the Internal Revenue Code, this letter, along with proof of payment of the Federal estate tax shown above, will establish that the personal liability has been discharged.

This is not a formal closing agreement under Section 7121 of the Internal Revenue Code. However, we will not reopen this return unless (1) there is evidence of fraud, malfeasance, collusion, or misrepresentation of a material fact; (2) a substantial error based upon an established service position existed at the time of the prior closing; or (3) other circumstances exist which indicate that a failure to reopen would result in a serious administrative omission.

If you have any questions regarding this letter, please write to the above address shown above. Please include a copy of this letter with your inquiry.

Sincerely,



Lee C. Schwemer
Supervisory Attorney (Estate Tax)
Group 8, Territory 4 Area 9

cc: Mr. James T. Campbell, Esq., Peterson,
Farris Doores & Jones, P.C.
P.O. Box 9620
Amarillo, Texas 79105

SWR E 2753 (Rev. 10-93)

VOL.

106 PAGE 250

FILED FOR RECORD
IN MY OFFICE

AT _____ O'CLOCK _____ M _____



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

FEB 2 - 2001

CAROLE KEETON RYLANDER • COMPTROLLER • AUSTIN, TEXAS 78774 SUE GRAFTON
COUNTY CLERK, PANOLA COUNTY, TEXAS

January 18, 2001

BY Sue Grafton DEPUTY

File Number:
0-809-945-2

RODERICK M. NUGENT, JR.
INDEPENDENT EXECUTOR
800 SOUTH AVONDALE
AMARILLO

TX 79103

Estate of MARJORIE M NUGENT
Date of Death: August 18, 1997
County of Probate: PANOLA
Probate Number: 8756
Social Security Number: 190

INHERITANCE TAX RECEIPT

This estate's Inheritance Tax is paid and our examination is concluded subject to the provisions of the law. Persons responsible for payment of the tax are released from personal liability. All applicable liens are released. This is a recordable document.

RECEIPT FOR PAYMENT OF:

Tax Paid -----	\$	275,468.88
Interest and Penalty --		9,095.20
TOTAL RECEIVED -----	\$	284,564.08

Copies of this certificate have been sent to:

RICHARD W JETT, JR.

CAROLE KEETON RYLANDER
Comptroller of Public Accounts

Legal citation: TEX. Probate Code Sec. 410.